August 3, 1998

Mr. Clyde Smith
P.O. Box 243
Mendocino, CA 95460

Dear Mr. Smith:

This letter is a follow-up to my telephone call of August 1. My wife Mary and I, who have set up a trust to preserve the films and paintings of Sari Arledge, will be in the San Francisco Bay Area for several days in late August. We will have a car and would like to visit you while we are in Northern California and to conduct a taped interview with you regarding the period in which you and Sari were together. I am certain that you can provide us with much valuable information in regards to that period, and this would be of great help in writing a biography of Sari, which is one of our future projects.

We would like to visit you on either Saturday, August 29 or Sunday, August 30. I would anticipate that our interview would take approximately one to two hours. If it works with your schedule, we would prefer to drive up in the late morning or early afternoon; this would allow us to drive back to San Francisco at a reasonable hour. The map I have suggests that Mendocino is about 150 miles north of San Francisco. Is that about right, and would it take about 2-1/2 or 3 hours to drive there from San Francisco?

Please advise which of the two days would be best for you and let us know what time you would like us to arrive. Also, please advise as to the instructions/directions on getting to your home. A self-addressed stamped envelope is enclosed for your reply.

Once we hear back from you, we will call you just to reconfirm everything. We look forward to your reply, to meeting you, and to interviewing you. Also, at the same time, we can fill you in on more details regarding the trust that we have set up and some of our plans regarding the preservation and future exhibition of Sari's artworks.

Thank you again, and should you need to reach us by phone, the evening number is (626) 791-7647.

Best wishes,

Terry

Terry Cannon

707-937-0056

Clyde and Elspeth Smith
P.O. Box 243
Mendocino Ca. 95460-0243

March 19, 1998

Dear Terry Cannon,

Thank you for sending the copy of the trust you have set up to preserve Sari's paintings and her films. I was impressed by what you have done so far and by the extent of your plans for the future. I certainly wish you the best of success in your efforts. I'll certainly do any thing I can to assist you.

Some friends of both of us from the 1940s, who are still friends of mine and who remained friends of Sari's after we separated, have two of her paintings. They are water colors from one of her great periods. Their address is:

Jack and Grace Hubbard
Box 157
La Conner WA 98257

The Hubbards kept in touch with Sari for a long time and I am sure they could give you a lot of the kind of biographical information you are looking for.

The only painting I had was destroyed in a Berkeley hills fire in 1970. I know one other person who may have one of her early works. I am reluctant to give you her address until she gives me permission to do so. In any case the painting in question was rather badly damaged the last time I saw it. It was a very early work, done before she had really hit her stride as an artist. It had been transported in some fashion to Jamaica and hung there for some time. The owners have now moved back to the United States. I don't know whether they brought the painting back with them.

In our phone conversation you were asking about the Zebra paintings. All I can tell you is that the last time I saw the first it was hanging on the living room wall of her parents house in Pasadena. The last time I saw the second it was hanging in her house in Bolinas, California.

In response to a question in your letter I certainly would be willing to be interviewed about the period when she and I were together. I would prefer an in-person interview. I would find written questions with written answers unacceptable. That way I am sure you would wish you'd d asked different questions. The process could go on endlessly.

I really appreciate the time you took to give me details about your enterprise on the phone the other day.

Cordially

Clyde

Clyde B Smith

DWIGHT L. HERR, State Bar No. 39157
County Counsel, County of Santa Cruz
TAMYRA RICE, State Bar No. 127931
Assistant County Counsel
701 Ocean Street, Room 505
Santa Cruz, California 95060-4068
Telephone: (408) 454-2040
Facsimile: (408) 454-2115

Attorneys for PUBLIC GUARDIAN

FILED
MAY 06 1998
CHRISTINE PATTON, CLERK
BY: ARGELIA SORIA
DEPUTY, SANTA CRUZ COUNTY

SUPERIOR COURT OF THE STATE OF CALIFORNIA

FOR THE COUNTY OF SANTA CRUZ

Conservatorship of the Person and Estate of SARA KATHRYN SMITH, Conservatee.	No. 36709 PROOF OF SERVICE BY MAIL

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PGPOS.A2

PROOF OF SERVICE BY MAIL

I, the undersigned, state that I am a citizen of the United States and employed in the County of Santa Cruz, State of California: that I am over the age of eighteen years and not a party to the within action; that my business address is 701 Ocean Street, Santa Cruz, California 95060; that on the date set out below, I served a true copy of the following:

ORDER SETTLING FIFTH AND FINAL ACCOUNT OF CONSERVATOR AND APPROVING ATTORNEY, CONSERVATOR, COURT INVESTIGATOR AND BOND FEES

on the persons listed below, by placing said copy enclosed in a sealed envelope with postage thereon fully prepaid, in the United States Post Office mail box at Santa Cruz, California, addressed as follows:

See attached.

I declare under penalty of perjury that the foregoing is true and correct. Executed May 6, 1998, at Santa Cruz, California.

Judith Haynes

JUDITH HAYNES

DWIGHT L. HERR, COUNTY COUNSEL
COUNTY OF SANTA CRUZ
701 Ocean Street, Room 505
Santa Cruz, California 95060-4068
Telephone: (408) 454-2040
Facsimile: (408) 454-2115

SARA KATHRYN SMITH
PR 36709

TERRY AND MARY SCAFF CANNON
1531 E. Woodbury Road
Pasadena, CA 91104

GREGORY SCOTT BROWN
1821 Rose Villa Street
Pasadena, CA 91107

DON SHIRLEY AND ELLEN SWITKES
5252 Coldwater Canyon #108
Van Nuys, CA 91401

MARILYN WESTERCAMP
900 Garden Crest
Kingman, AZ 86401

JOSEPH GLENN AND DONNA BROWN
2109 Mathews Avenue, Apt. D
Redondo Beach, CA 90277

ED AND MARCIA NUNNERY
Aarnum Gallery
603 E. Green Street
Pasadena, CA 91101

MONICA BROWN ALKIRE
Address Unknown

JOSEPH SHIRLEY
Address Unknown

JAMES WATSON SHIRLEY
Address Unknown

SMITHLST.WPD

DWIGHT L. HERR, State Bar No. 39157
County Counsel, County of Santa Cruz
TAMYRA RICE, State Bar No. 127931
Assistant County Counsel
701 Ocean Street, Room 505
Santa Cruz, California 95060-4068
Telephone: (408) 454-2040

Attorneys for Petitioner,
PUBLIC GUARDIAN

FILED
MAY - 5 1998
CHRISTINE PATTON, CLERK
BY CATHIE YOUNG
DEPUTY, SANTA CRUZ COUNTY

SUPERIOR COURT OF THE STATE OF CALIFORNIA

FOR THE COUNTY OF SANTA CRUZ

Conservatorship of the Person and Estate SARA KATHRYN SMITH, Conservatee.	No. 36709 ORDER SETTLING FIFTH AND FINAL ACCOUNT OF CONSERVATOR AND APPROVING ATTORNEY, CONSERVATOR, COURT INVESTIGATOR AND BOND FEES

The Fifth and Final Account of the Santa Cruz County Public Guardian, Conservator of the Person and Estate of SARA KATHRYN SMITH for the period February 1, 1997 through March 24, 1998 came on regularly to be heard this day, April 23, 1998. It appearing to the satisfaction of the Court after examining the Petition and hearing the evidence,

THE COURT HEREBY FINDS:

1. Due notice of the time and place of hearing was given as required by law.

2. Said account is true and correct and should be settled, allowed, and confirmed as filed, and the acts of the Conservator during the period thereof as revealed in the records and files should be approved and confirmed.

3. No person appeared and objected to or otherwise contested said Petition.

WHEREFORE, IT IS ORDERED AND ADJUDGED:

1. Said Fifth and Final Account of the Santa Cruz County Public Guardian, Conservator of the Person and Estate of SARA KATHRYN SMITH, is hereby settled, allowed, and approved as filed, and the acts of said conservator are hereby approved and confirmed.

2. The Public Guardian is authorized to pay reasonable attorney's fees in the amount of $175.00.

3. Conservator's monthly fiscal service charges of $$319.00 are approved.

4. A bond fee in the amount of $25.00 is approved.

5. The Public Guardian is authorized to pay the Court Investigator's fees in the amount of $400.00.

6. That upon delivering the remaining assets of the estate to the Public Administrator and filing proper receipts, the conservator of the person and estate shall be discharged.

Dated: April 30, 1998

SAMUEL S. STEVENS

JUDGE OF THE SUPERIOR COURT

Kerry Biddle
Public Administrator 408-454-3632

Mr. Reay @ Reay + Shaw 626-799-6618
Attorney to administer estate

Sari died January 6th,
Was cremated + ashes were ~~plac~~ scattered
in the rose garden @ ~~Oakwood Memorial Park 408-475-2464~~
Santa Cruz Memorial Park, 1927 Ocean Street Extension,
Santa Cruz 95060. Phone (408) 426-1601

HUMAN
RESOURCES
AGENCY
COUNTY OF SANTA CRUZ

PUBLIC GUARDIAN
Mail P.O. Box 1895, Santa Cruz, CA 95061-1895
1010 Emeline Avenue
Santa Cruz, CA 95060
(408) 454-4160
Fax: (408) 454-4012

December 8, 1994

Joseph Glenn Brown, 431 S. Sierra Bonita, Pasadena, CA 91106
Gregory Scott Brown (address unknown)
Monica Brown (address unknown)
Donald Shirley (address unknown)
(or Ms. Ellen Swikes, successor)
(or Marilyn Westercamp, successor, Rt. 2, Box 40, Space 92, Flagstaff, AZ 86001)

Subject: Sara Kathryn Arledge Smith

The Public Guardian is conservator for Sara K. A. Smith. Each of you is named in Sara's Will dated 6-1-84, as a beneficiary or successor beneficiary of a portion of the residue of her estate. The only assets of her estate that we are aware of are her film (movies and slides) and paintings (plus a few personal items of little value), which are stored in Santa Cruz. Sara is 83 years of age and is living at Watsonville Care East, a skilled nursing facility, with care subsidized by Medi-Cal (Medicaid). She lacks capacity to make decisions regarding her estate.

Because of a lack of funds, we will not be able to make future payments for storage of her film and paintings, which have historical interest. Attached is a copy of a letter from Terry and Mary Cannon outlining a proposal to save and preserve Sara's works. We intend to petition the Court to allow us to make a gift of the film and paintings to a trust, archive and/or museum. Any such trust would extend beyond Sara's life.

A professional appraiser has appraised the paintings at $1,850, as is, if sold at auction in one lot. The film has not been appraised.

We ask each of you to advise us of your desires in this gift matter. Please check one of the boxes below, sign and return to me by January 1, 1995, if possible. We hope to petition the Court by mid-January. Also, please advise the unknown addresses shown above, if you know them.

Thank you,

Maryanne Rehberg

Maryanne Rehberg
Deputy Public Guardian

DARRELL G. BROOKE
ATTORNEY AT LAW

30 NORTH RAYMOND
SUITE 713
PASADENA, CALIFORNIA 91103-3930
TELEPHONE (818) 795-7400
FACSIMILE (818) 795-7496

ESTATE PLANNING, TAX,
CORPORATIONS, PARTNERSHIPS,
BUSINESS PLANNING, ELDER LAW
AND PROBATE

July 20, 1995

Mr. Richard Parker
Estates Management Officer
Santa Cruz County Public Guardian
P.O. Box 1895
Santa Cruz, CA 95060

Re: Sara Kathryn Arledge Memorial Trust

Dear Richard:

Enclosed is the original and one copy of the revised Sara Kathryn Arledge Memorial Trust which has been executed by Terry and Mary Cannon. At your earliest convenience, please have Harry Snoek of your office execute the original at page 12 and return the same to my office for safekeeping purposes. You may retain the copy for your records.

In addition, and at your earliest convenience, please notify Terry and Mary Cannon when they can retrieve the Conservatee's Artwork from your office's possession.

Thank you for your continued assistance in this matter. If you have any questions, please do not hesitate to call me.

Very truly yours,

Darrell G. Brooke

Enclosures

cc: Terry and Mary Cannon (w/encl.)

Clyde Smith
PO Box 243
Mendocino, CA 95460-0243

707-937-0056

January 6th

__1. Seattle
__2.
__3.

a
b
c
d

HUMAN
RESOURCES
AGENCY
COUNTY OF SANTA CRUZ

PUBLIC GUARDIAN
Mail P.O. Box 1895, Santa Cruz, CA 95061-1895
1010 Emeline Avenue
Santa Cruz, CA 95060
(408) 454-4160
Fax: (408) 454-4012

June 28, 1995

Darrell G. Brooke
30 North Raymond, #713
Pasadena, CA 91103-3930

Subject: Sara K. A. Smith Memorial Trust

Enclosed is a copy of the proposed Trust, marked with the suggested changes, which have been reviewed and approved by the four beneficiaries of her Will. Feel free to clean up the wording of the changes.

Please advise of any questions. We are ready to execute the Trust as soon as you are. Then Terry can schedule the visit to Santa Cruz to pick up the artwork.

Thanks,

Richard Parker

Richard Parker
Estates Management Officer

cc: Tamyra Code, Assistant County Counsel, 701 Ocean St., Santa Cruz, 95060
Leslie E. Morse, Senior Deputy Public Guardian

RICHARD PARKER
ESTATES MANAGEMENT OFFICER 1:30

(408) 454-4160

Leslie Morse is now guardian

JOSEPH GLENN BROWN & DONNA BROWN
431 S. SIERRA BONITA
PASADENA, CA 91106

GREGORY SCOTT BROWN
1821 ROSE VILLA ST. C/D
PASADENA, CA 91107

MONICA BROWN ALKIRE
2109 MATHEWS AVE. #D
REDONDO BEACH, CA 90277

DON SHIRLEY & ELLEN SWITKES
5252 COLDWATER CANYON #108
VAN NUYS, CA 91401

MARILYN WESTERCAMP
900 GARDEN CREST
KINGMAN, AZ 86401

DWIGHT L. HERR, State Bar No. 39157
County Counsel, County of Santa Cruz
TAMYRA RICE, State Bar No. 127931
Assistant County Counsel
701 Ocean Street, Room 505
Santa Cruz, California 95060-4068
Telephone: (408) 454-2040

Attorneys for Petitioner,
PUBLIC GUARDIAN

SUPERIOR COURT OF THE STATE OF CALIFORNIA

FOR THE COUNTY OF SANTA CRUZ

Conservatorship of the Person and Estate of SARA KATHRYN SMITH, Conservatee.	No. PR 36709 FIFTH AND FINAL ACCOUNT, REQUEST FOR DISCHARGE OF CONSERVATOR, AND FOR ATTORNEY, CONSERVATOR COURT INVESTIGATOR, & BOND FEES Date: April 23, 1998 Time: 8:30 a.m. Dept: 8

The petition of the Santa Cruz County Public Guardian respectfully shows that:

1. On November 16, 1989 (Temporary) and February 7, 1990 (Permanent), petitioner was duly appointed the conservator of the person and estate of SARA KATHRYN SMITH, and duly qualified for said conservatorship. Letters of Conservatorship of the person and estate were duly issued to petitioner on November 16, 1989 (Temporary) and February 9, 1990 (Permanent), and petitioner now and ever since said November 16, 1989 has been the duly appointed, qualified, and acting conservator of the person and estate of SARA KATHRYN SMITH.

2. On March 4, 1991 (Complete), September 18, 1992

(Supplemental), September 17, 1993 (Corrected Complete) and December 5, 1994 (Supplemental), petitioner caused to be made and filed with the Court a full, true, and complete inventory and appraisement of all the assets of the conservatorship estate.

3. Conservatorship of the person and estate is no longer required in that conservatee died on January 6, 1998.

4. On behalf of said conservatee and for the period from February 1, 1997 to and including March 24, 1998, petitioner is chargeable and is entitled to credits as shown on Exhibit "A" attached.

5. Petitioner requests that he be authorized to pay attorney fees for services rendered by County Counsel in accordance with local rules. By endorsement of this Petition, County Counsel represents that the reasonable value of said legal services is $175.00 for one hour of legal services.

6. Petitioner, as conservator for said conservatorship, requests approval of monthly fiscal service charges, which total $319.00.

7. Petitioner requests that a bond fee in the amount of $25.00 be approved, pursuant to Probate Code § 2942(c), as shown on Exhibit "B".

8. Petitioner requests that he be authorized to pay the Court Investigator $400.00 which was deferred.

WHEREFORE, petitioner prays as follows:

1. That said Fifth and Final Account be approved, allowed, and settled as filed.

2. That the Court accept said Fifth and Final Account in final settlement of the accounts of said conservatorship.

3. That he be authorized to pay reasonable attorney's fees in

the amount of $175.00.

4. That conservator's monthly fiscal service charges be approved.

5. That a bond fee in the amount of $25.00 be approved.

6. That the Public Guardian be authorized to pay the Court Investigator's fees of $400.00 which were deferred.

7. That upon delivering the remaining assets of the estate to the Public Administrator and filing proper receipts, the conservator of the person and estate be discharged.

8. For such other and further relief as the Court may deem proper.

DATED: 4/3/98

DWIGHT L. HERR, COUNTY COUNSEL

By _____
TAMYRA RICE
Assistant County Counsel

Attorneys for Petitioner,
PUBLIC GUARDIAN

VERIFICATION

I, the undersigned, declare:

I am the petitioner for the County of Santa Cruz in the above-entitled action. I have read the attached petition and the contents therein are true of my own knowledge, except as to the matters that are stated in it on my information and belief, and as to those matters, I believe them to be true.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed on April 3, 1998, at Santa Cruz, California.

SANTA CRUZ COUNTY PUBLIC GUARDIAN

By: Mary P. MacLeary

Fifth and Final Account
Attorney: County Counsel
Cut-Off Date: 3/24/98
Date of Death: 1/6/98

Santa Cruz Public Guardian
Smith Sara Kathryn ❖ Case # 001252

SUMMARY OF FIFTH AND FINAL ACCOUNT
Period Covered: 02/01/1997 Thru 03/24/1998

The petitioner is chargeable, and is entitled to the credits, respectively, as set forth in this summary of account. The attached supporting schedules are incorporated by this reference.

CHARGES

Balance from I&A or Prior Account		
Cash on Hand:	$619.47	
Property on Hand (Attached):	$1,000.00	
Receipts During Account Period (Schedule A)	$8,019.50	
Total Charges		**$9,638.97**

CREDITS

Disbursements During Account Period (Schedule D)	$7,252.80	
Assets Discharged and Other Credits (Schedule F)	$1,000.00	
Property on Hand (Schedule G)	$1,386.17	
Total Credits		**$9,638.97**

Income Statement
Date Range: 02/01/1997 To 01/31/1998

Estate: 001252 - Smith Sara Kathryn

Opening Net Worth:			619.47
INCOME			
SSA	5109.00		
Refunds/Rebates	978.00		
Spousal Support	1800.00		
Tax/Rent Ref	132.50		
Income for Period:		8019.50	
EXPENSES			
M/Cal SOC-	5838.00		
Reimburse Check	46.55		
Senior Services	519.00		
PG Storage Fees	21.00		
Income Tax Prep	28.00		
PG Ext. Fees	481.25		
Probate Fiscal Fees	280.00		
Expenses for Period:		7213.80	
Net Income for Period:			805.70
Ending Net Worth:			1425.17

Income Statement
Date Range: 02/01/1998 To 03/24/1998

Estate: 001252 - Smith Sara Kathryn

Opening Net Worth:			1425.17
INCOME			
Income for Period:		0.00	
EXPENSES			
Probate Fiscal Fees	39.00		
Expenses for Period:		39.00	
Net Income for Period:			-39.00
Ending Net Worth:			1386.17

Smith Sara Kathryn
FIFTH AND FINAL ACCOUNT
Property On Hand at Beginning of Period

02/01/1997 - 03/24/1998

Description	Amount
Inventory Item Item Number: 0001 Whites & Wessendorf Irrevocable Burial Trust - Purchased April 17,1991.	1,000.00
Total Property On Hand at Beginning of Period	**1,000.00**

Smith Sara Kathryn
FIFTH AND FINAL ACCOUNT
Schedule A - Receipts

02/01/1997 - 03/24/1998

Date	Received From/For	Amount
	Social Security Administration	
	**********	
02/03/1997	From: Social Security Admin.	425.00
	For: 019963659027069...530100969A SSA	
03/03/1997	From: Social Security Admin.	425.00
	For: 019970579144875...530100969A SSA	
04/03/1997	From: Social Security Admin.	425.00
	For: 019970905312778...530100969A SSA	
05/02/1997	From: Social Security Admin.	425.00
	For: 019971191336477...530100969A SSA	
06/03/1997	From: Social Security Admin.	425.00
	For: 019971496499214...530100969A SSA	
07/03/1997	From: Social Security Admin.	425.00
	For: 019971812904787...530100969A SSA	
08/01/1997	From: Social Security Admin.	425.00
	For: 019972128365812...530100969A SSA	
09/03/1997	From: Social Security Admin.	425.00
	For: 019972454529108...530100969A SSA	
10/03/1997	From: Social Security Admin.	425.00
	For: 019972730166444...530100969A SSA	
11/03/1997	From: Social Security Admin.	425.00
	For: 019973035728890...530100969A SSA	
12/03/1997	From: Social Security Admin.	425.00
	For: 019973351750143...530100969A SSA	
01/02/1998	From: Social Security Admin.	434.00
	For: 019973657802799...530100969A SSA	
	Total SSA	5,109.00
	Refunds/Rebates	
	**********	
11/18/1997	From: Regency Health Services	978.00
	For: Refunds for Watsonville Care	
	Total Refunds/Rebates	978.00

Smith Sara Kathryn
FIFTH AND FINAL ACCOUNT
Schedule A - Receipts

02/01/1997 - 03/24/1998

Date	Received From/For	Amount
	Spousal Support	
	**********	
02/07/1997	From: Clyde B. Smith	150.00
	For: Spousal Support	
03/06/1997	From: Clyde B. Smith	150.00
	For: Spousal Support	
04/09/1997	From: Clyde B. Smith	150.00
	For: Spousal Support	
05/06/1997	From: Clyde B. Smith	150.00
	For: Spousal Support	
06/06/1997	From: Clyde B. Smith	150.00
	For: Spousal Support	
07/07/1997	From: Clyde B. Smith	150.00
	For: Spousal Support	
08/05/1997	From: Clyde B. Smith	150.00
	For: Spousal Support	
09/05/1997	From: Clyde B. Smith	150.00
	For: Spousal Support	
10/08/1997	From: Clyde B. Smith	150.00
	For: Spousal Support	
11/12/1997	From: Clyde B. Smith	150.00
	For: Spousal Support	
12/12/1997	From: Clyde Smith	150.00
	For: Spousal Support	
01/12/1998	From: Clyde B. Smith	150.00
	For: Spousal Support	
	Total Spousal Support	1,800.00

Smith Sara Kathryn
FIFTH AND FINAL ACCOUNT
Schedule A - Receipts

02/01/1997 - 03/24/1998

Date	Received From/For	Amount
	Tax/Rent Ref **********	
09/23/1997	From: State of California For: Tax/Rent Ref-1997	132.50
	Total Tax/Rent Ref	132.50
	Total Schedule A - Receipts	**8,019.50**

Smith Sara Kathryn
FIFTH AND FINAL ACCOUNT

Schedule A - Receipts
*** Summary Page ***

02/01/1997 - 03/24/1998

SSA	5,109.00
Refunds/Rebates	978.00
Spousal Support	1,800.00
Tax/Rent Ref	132.50
Total Schedule A - Receipts	**8,019.50**

Smith Sara Kathryn
FIFTH AND FINAL ACCOUNT
Schedule D - Disbursements

02/01/1997 - 03/24/1998

Date	Paid To/For	Amount
	Medi-Cal Share of Cost	
	**********	
02/07/1997	To: Wats Care Center-East	490.00
	For: M/Cal SOC-02/97	
03/07/1997	To: Wats Care Center-East	440.00
	For: M/Cal SOC-3/97	
04/07/1997	To: Wats Care Center-East	490.00
	For: M/Cal SOC-4/97	
05/07/1997	To: Wats Care Center-East	490.00
	For: M/Cal SOC-5/97	
06/06/1997	To: Wats Care Center-East	490.00
	For: M/Cal SOC-6/97	
07/07/1997	To: Wats Care Center-East	490.00
	For: M/Cal SOC-7/97	
08/07/1997	To: Wats Care Center-East	490.00
	For: M/Cal SOC-8/97	
09/05/1997	To: Wats Care Center-East	490.00
	For: M/Cal SOC-9/97	
10/07/1997	To: Wats Care Center-West	490.00
	For: M/Cal SOC-10/97	
10/29/1997	To: Wats Care Center-West	490.00
	For: M/Cal SOC-9/97	
10/29/1997	To: Wats Care Center-East	-490.00
	For: Cancel Check-Returned	
11/07/1997	To: Wats Care Center-West	490.00
	For: M/Cal SOC-11/97	
12/05/1997	To: Wats Care Center-West	490.00
	For: M/CAL SOC-12/97	
01/08/1998	To: Wats Care Center-West	498.00
	For: M/Cal SOC-1/98	
	Total M/Cal SOC-	5,838.00

Smith Sara Kathryn
FIFTH AND FINAL ACCOUNT
Schedule D - Disbursements

02/01/1997 - 03/24/1998

Date	Paid To/For	Amount
	Reimburse Check **********	
02/21/1997	To: Lifespan: Care Management For: Client Purchase-1/97	1.99
03/12/1997	To: Lifespan: Care Management For: Client Purchase-2/97	2.99
04/10/1997	To: Lifespan: Care Management For: Client Purchase-3/97	1.50
05/19/1997	To: Lifespan: Care Management For: Client Purchase-4/97	2.00
06/24/1997	To: Lifespan: Care Management For: Client Purchase-5/97	2.00
07/10/1997	To: Lifespan: Care Management For: Client Purchase-6/97	4.22
09/22/1997	To: Lifespan: Care Management For: Client Purchase-8/97	2.00
10/17/1997	To: Lifespan: Care Management For: Client Purchase-9/97	2.00
11/13/1997	To: Lifespan: Care Management For: Client Purchase-10/97	2.00
12/10/1997	To: Lifespan: Care Management For: Client Purchase-11/97	24.85
01/30/1998	To: Lifespan: Care Management For: Client Purchase-12/97	1.00
	Total Reimburse Check	46.55

Smith Sara Kathryn
FIFTH AND FINAL ACCOUNT
Schedule D - Disbursements

02/01/1997 - 03/24/1998

Date	Paid To/For	Amount
	Senior Services	
	**********	
02/21/1997	To: Lifespan: Care Management	44.00
	For: Senior Serv-1/97	
03/12/1997	To: Lifespan: Care Management	44.00
	For: Senior Serv-2/97	
04/10/1997	To: Lifespan: Care Management	44.00
	For: Senior Serv-3/97	
05/19/1997	To: Lifespan: Care Management	44.00
	For: Senior Serv-4/97	
06/24/1997	To: Lifespan: Care Management	44.00
	For: Senior Serv-5/97	
07/10/1997	To: Lifespan: Care Management	44.00
	For: Senior Serv-6/97	
08/11/1997	To: Lifespan: Care Management	44.00
	For: Senior Serv-7/97	
09/22/1997	To: Lifespan: Care Management	46.00
	For: Senior Serv-8/97	
10/17/1997	To: Lifespan: Care Management	44.00
	For: Senior Serv-9/97	
11/13/1997	To: Lifespan: Care Management	44.00
	For: Senior Serv-10/97	
12/10/1997	To: Lifespan: Care Management	44.00
	For: Senior Serv-11/97	
01/30/1998	To: Lifespan: Care Management	33.00
	For: Senior Serv-12/97	
	Total Senior Services	519.00
	PG Storage Fees	
	**********	
02/14/1997	To: SC Co Public Guardian	7.00
	For: PG Storage Fees-1/97	
03/20/1997	To: SC Co Public Guardian	7.00
	For: PG Storage Fees-2/97	
04/17/1997	To: SC Co Public Guardian	7.00
	For: PG Storage Fees-3/97	
	Total PG Storage Fees	21.00

Smith Sara Kathryn
FIFTH AND FINAL ACCOUNT
Schedule D - Disbursements

02/01/1997 - 03/24/1998

Date	Paid To/For	Amount
	Income Tax Prep	
09/24/1997	To: Hutchinson & Bloodgood For: Renters Assist prep-1997	28.00
	Total Income Tax Prep	28.00
	PG Ext. Fees	
04/24/1997	To: County of Santa Cruz For: PG Ext. Fees-4th Account	481.25
	Total PG Ext. Fees	481.25
	Probate Fiscal Fees	
02/27/1997	To: SC Co Public Guardian For: Fiscal Fees-2/97	25.00
03/27/1997	To: SC Co Public Guardian For: Fiscal Fees-2/97	25.00
04/29/1997	To: SC Co Public Guardian For: Fiscal Fees-4/97	25.00
05/28/1997	To: SC Co Public Guardian For: Fiscal Fees-5/97	25.00
11/26/1997	To: SC Co Public Guardian For: Probate Fiscal Fees-9/97	63.00
12/30/1997	To: SC Co Public Guardian For: Probate Fiscal Fees-11/97	39.00
01/29/1998	To: SC Co Public Guardian For: Probate Fiscal Fees-12/97	39.00
01/29/1998	To: SC Co Public Guardian For: Probate Fiscal Fees-01/98	39.00
02/27/1998	To: SC Co Public Guardian For: Probate Fiscal Fees-02/98	39.00
	Total Probate Fiscal Fees	319.00
	Total Schedule D - Disbursements	**7,252.80**

Smith Sara Kathryn
FIFTH AND FINAL ACCOUNT

Schedule D - Disbursements
*** Summary Page ***

02/01/1997 - 03/24/1998

M/Cal SOC-	5,838.00
Reimburse Check	46.55
Senior Services	519.00
PG Storage Fees	21.00
Income Tax Prep	28.00
PG Ext. Fees	481.25
Probate Fiscal Fees	319.00
Total Schedule D - Disbursements	**7,252.80**

Smith Sara Kathryn
FIFTH AND FINAL ACCOUNT
Schedule F - Assets Discharged & Other Credits

02/01/1997 - 03/24/1998

Date	Paid To/For		Amount
01/06/1998	Distributed Inventory Value		1,000.00
	Item Number: 0001 Whites & Wessendorf Irrevocable Burial Trust - Purchased April 17,1991.		
	Total Costs Deducted from Proceeds	0.00	
	Total Schedule F - Assets Discharged & Other Credits		**1,000.00**

Smith Sara Kathryn
FIFTH AND FINAL ACCOUNT
Schedule G - Property On Hand

02/01/1997 - 03/24/1998

Description	Amount
Cash On Hand at End	1,386.17
Total Schedule G - Property On Hand	**1,386.17**

BOND FEE WORKSHEET FOR SECOND & SUBSEQUENT YEARS

Client Name: SARA KATHERINE SMITH , PROBATE: #36709

Accounting Period: 2/1/97 To: 3/24/98

Bond Fee Prorated to Date of Death: 1/6/98

FIFTH AND FINAL # Account		
1 Year Period, Date: 2/1/97 To: 1/31/98		
Assets on Hand - FOURTH Account Public Guardian Trust Account $619.47 Whites & Wessendorf Burial Trust 1,000.00 1,619.47	$1,619.47	
Adjustment to Account Minus Whites & Wessendorf Burial Trust	($1,000.00)	
Income for this period	$8,019.50	
Total for this period		**$8,638.97**
1/4 of 1% of above total or $25.00 minimum Prorated Bond Fee - Less than 1 year Bond Fee ÷ 365 days = subtotal x # days = total 21.60 ÷ 365 = 0.05 x 312 days = 15.60 Minimum Bond Fee of $25.00 will be charged.		~~$21.60~~ **$25.00**

O:\AACNTNGS\SKSMITH.BF

EXHIBIT B PAGE 1 OF 1

GC-020

ATTORNEY OR PARTY WITHOUT ATTORNEY (Name, state bar number, and address):	TELEPHONE AND FAX NOS.:	FOR COURT USE ONLY
DWIGHT L. HERR, COUNTY COUNSEL #39157 TAMYRA RICE, ASST. COUNTY COUNSEL #127931 701 Ocean Street, Room 505 Santa Cruz, CA 95060-4068 ATTORNEY FOR (Name): SANTA CRUZ COUNTY PUBLIC GUARDIAN	(408) 454-2040	
SUPERIOR COURT OF CALIFORNIA, COUNTY OF SANTA CRUZ MAILING ADDRESS: 701 Ocean Street, Room 110 STREET ADDRESS: 701 Ocean Street, Room 110 CITY AND ZIP CODE: Santa Cruz, CA 95060 BRANCH NAME:		
☐ GUARDIANSHIP ☒ CONSERVATORSHIP OF (Name): SARA KATHRYN SMITH ☐ MINOR ☒ CONSERVATEE		
NOTICE OF HEARING		CASE NUMBER: PR 36709

This notice is required by law. This notice does not require you to appear in court, but you may attend the hearing if you wish.

1. NOTICE is given that *(name)*: **SANTA CRUZ COUNTY PUBLIC GUARDIAN**
   (representative capacity, if any):
   has filed *(specify)*:
   FIFTH AND FINAL ACCOUNT, REQUEST FOR DISCHARGE OF CONSERVATOR, AND FOR ATTORNEY, CONSERVATOR, COURT INVESTIGATOR, AND BOND FEES

2. You may refer to the filed documents for further particulars. *(All of the case documents filed with the court are available for examination in the case file kept by the court clerk.)*

3. The petition includes an application for the independent exercise of powers under Probate Code section 2590. Powers requested are ☐ specified below ☐ specified in Attachment 3.

4. A HEARING on the matter will be held as follows:

   a. Date: April 23, 1998 Time: **8:30 a.m.** ☒ Dept.: **8** ☐ Room:

   b. Address of court ☒ same as noted above ☐ is *(specify)*:

(Continued on reverse)

☐ GUARDIANSHIP ☒ CONSERVATORSHIP OF *(Name)* : SARA KATHERINE SMITH ☐ MINOR ☒ CONSERVATEE	CASE NUMBER: PR 36709

CLERK'S CERTIFICATE OF POSTING

1. I certify that I am not a party to this cause.
2. A copy of the foregoing *Notice of Hearing-Guardianship or Conservatorship*
   a. was posted at *(address)* :

   b. was posted on *(date)* :

Date: Clerk, by _____, Deputy

PROOF OF SERVICE BY MAIL

1. I am over the age of 18 and not a party to this cause. I am a resident of or employed in the county where the mailing occurred.
2. My residence or business address is *(specify)* :
   701 Ocean Street, Room 505, Santa Cruz, California 95060
3. I served the foregoing *Notice of Hearing-Guardianship or Conservatorship* on each person named below by enclosing a copy in an envelope addressed as show below AND
   a. ☐ **depositing** the sealed envelope with the United States Postal Service with the postage fully prepaid.
   b. ☒ **placing** the envelope for collection and mailing on the date and at the place shown in item 4 following our ordinary business practices. I am readily familiar with this business' practice for collecting and processing correspondence for mailing. On the same day that correspondence is placed for collection and mailing, it is deposited in the ordinary course of business with the United States Postal Service in a sealed envelope with postage fully prepaid.
4. a. Date mailed: 4-6-98 b. Place mailed *(city, state)* : **Santa Cruz, California**
5. ☒ I served with the *Notice of Hearing-Guardianship or Conservatorship* a copy of the petition or other document referred to in the notice.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Date: 4-6-98

JUDITH HAYNES (TYPE OR PRINT NAME)

Judith Haynes (SIGNATURE OF DECLARANT)

NAME AND ADDRESS OF EACH PERSON TO WHOM NOTICE WAS MAILED

TERRY AND MARY SCAFF CANNON
1531 E. Woodbury Road
Pasadena, CA 91104

MONICA BROWN ALKIRE
2109 Mathews Avenue, Apt. D
Redondo Beach, CA 90277

JOSEPH GLENN and DONNA BROWN
431 S. Sierra Bonita
Pasadena, CA 91106

DON SHIRLEY and ELLEN SWITKES
5252 Coldwater Canyon, #108
Van Nuys, CA 91401

GREGORY SCOTT BROWN
1821 Rose Villa Street
Pasadena, CA 91107

ED and MARCIA NUNNERY
Aarnum Gallery
603 E. Green Street
Pasadena, CA 91101

☒ List of names and addresses continued on attachment.

SARA KATHRYN SMITH
PR 36709

MARILYN WESTERCAMP
900 Garden Crest
Kingman, AZ 86401

JOSEPH SHIRLEY
5301 E. Valle Vista Road
Phoenix, AZ 85018

JAMES WATSON SHIRLEY
Address Unknown

DRAFT

DO NOT SIGN

DECLARATION OF TRUST

OF THE

SARA KATHRYN SMITH MEMORIAL TRUST

TERRY CANNON and MARY CANNON, as Trustees, hereby declare that SARA KATHRYN SMITH, as Trustor, has transferred and delivered to the Trustees all of Trustor's right, title and interest in and to the property described on Schedule A, attached hereto and by this reference incorporated herein. All property now or hereafter subject to this trust shall constitute the trust estate of the memorial trust which shall be known as "THE SARA KATHRYN SMITH MEMORIAL TRUST" ("Trust"), which trust estate shall be held, managed and distributed as hereinafter provided.

ARTICLE I

PURPOSE OF TRUST

1.1 During Trustor's lifetime, Trustor has created or has been involved in various artistic endeavors, such as films, paintings, slides, projectors and supporting historical personal documents (hereinafter collectively referred to as "Artwork"). Said Artwork has nominal fair market value, but does have potential significance to film and art historians and archivists. Trustor does not have sufficient funds to adequately store or preserve said Artwork.

The initial Trustees have previous and extensive working experience with Trustor in such artistic endeavors. The initial Trustees believe that it is the intention of Trustor to memorialize and protect such Artwork for posterity through the use of a trust. The specific purposes and long-range projects of the Trust are more fully described at Schedule B attached hereto and by this reference incorporated herein.

Trustor is an unmarried woman. Trustor was formerly married to CLYDE B. SMITH, which marriage was terminated by the legal dissolution thereof. Trustor has had one (1) child, TONY STEPHAN, who is deceased. The initial Trustees believe that Trustor has no living parents, siblings, nieces or nephews.

Further, Trustor has executed a Last Will dated June 1, 1984, a copy of which is attached hereto at Schedule C and by this reference is incorporated herein, in which Trustor's residuary estate is distributable upon her death as follows: one-third (1/3) to Trustor's cousin, JOSEPH GLENN BROWN, one-third (1/3) to Trustor's second cousins, GREGORY SCOTT BROWN, and MONICA BROWN ALKIRE, and one third (1/3) to Trustor's cousin, DONALD SHIRLEY. The initial Trustees further believe that it is Trustor's intention to provide said named individuals with the right to each borrow no more than five (5) of Trustor's paintings which are a part of the Trust Estate when such paintings are not being exhibited by the Trustees.

ARTICLE II

DISTRIBUTION OF PRINCIPAL AND INCOME

2.1 Throughout the duration of the Trust, the income and principal thereof may be used for the payment of preservation, maintenance and enhancement of the Trust property, taking into consideration any other funds known by the Trustee to be reasonably available for such purposes. The Trustee may also lend to any of JOSEPH GLENN BROWN, GREGORY SCOTT BROWN, MONICA BROWN ALKIRE and DONALD SHIRLEY, up to five (5) paintings which are then a part of the Trust Estate, at such time when such paintings are not then being exhibited by the Trustees, provided, however, that said individuals provide the Trustees with evidence of adequate insurance coverage thereof. Said right to borrow such paintings by said named individuals is personal in nature, and may not be sold, assigned, gifted, bequeathed or otherwise transferred by said individuals to any other person or entity. The Trustees may make payments or distributions from the income or principal of the Trust not used for such payments of preservation, maintenance and enhancement in such manner and in such amounts as they shall determine for charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or successor statutory provisions (hereinafter referred to as "the Code").

ARTICLE III

GENERAL PROVISIONS

3.1 The property of this Trust is irrevocably dedicated to charitable purposes, and, except as specifically provided to the contrary in Paragraph 2.1, no part of its net income or assets shall ever inure to the benefit of Trustor, or to any Trustee, or to the benefit of any private person. Upon dissolution or winding up of the Trust, its assets shall be distributed exclusively to an organization(s) selected and designated by the Trustees, which organization(s) shall be organized and operated in the manner set forth in Paragraph 3.3.

3.2 No substantial part of the activities of the Trust shall consist of carrying on propaganda or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Trust shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of (or in opposition to) any candidate for public office.

3.3 Notwithstanding any other provision of this Declaration of Trust, the Trust is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Code, and the Trust shall not carry on any activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization contributions to

which are deductible under Sections 170(c)(2), 2055 and 2522 of the Code.

ARTICLE IV

POWERS AND DUTIES OF TRUSTEES

4.1 To carry out the purposes of the Trust, and subject to any specific limitations expressed herein, the Trustees shall have the following powers in addition to all other powers now or hereafter conferred by law:

(A) All of the powers enumerated in Sections 16200, et. seq., of the California Probate Code as it exists on the date of execution of this Declaration of Trust, which powers are incorporated herein by reference.

(B) The power to give warranties and indemnifications in connection with any transaction entered into by the Trustee.

(C) The power to employ any attorney, accountant, investment advisor, broker or other agent, whether or not associated with the Trustees to advise or assist the Trustees in the performance of the Trustees' administrative duties. The Trustees may act on the recommendations of such persons without independent investigation and may pay from the Trust reasonable compensation for all services performed.

(D) The power to carry, at the expense of the Trust, insurance of such kinds and in such amounts as the

Trustees deem advisable to protect the Trust Estate and the Trustees against any hazard. In addition thereto, the Trustees are expressly authorized and encouraged to purchase insurance to provide coverage for any errors and omissions of any and/or all individuals serving as Trustee.

(E) The power to designate a single Trustee or other qualified individual to make deposits, draw checks or perform any other ministerial task on behalf of the Trustees.

(F) The power to transfer any and all assets and liabilities of the Trust to a non-profit corporation organized and operated in the manner set forth in Paragraph 3.3 which power may be exercised at the sole discretion of the Trustees for whatever reason they deem appropriate.

4.2 In exercising the foregoing powers the Trustees shall act in a manner which is reasonable and equitable, and in the manner in which men of ordinary prudence, diligence, discretion and judgment would act in the management of their own affairs.

4.3 Notwithstanding any provision herein, the Trustees are prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holdings as defined in Section 4943(c) of the Code which would subject the Trust to tax under Section 4943 of the Code, from making any investments which would subject the Trust to tax under

Section 4944 of the Code, and from making any taxable expenditures as defined in Section 4945(d) of the Code. The Trustees shall make distributions at such time and in such manner as not to subject the Trust to tax under Section 4942 of the Code.

4.5 Initial and Successor Trustees: The initial Trustees of the Trust shall be TERRY CANNON and MARY CANNON.

(A) Upon the death, resignation or incapacity of either of the initial Trustees, then the remaining initial Trustee shall continue to serve as Trustee hereunder.

(B) Upon the death, resignation or inability to serve if two then serving Trustees, the then serving Trustee shall elect those persons to serve as successor Trustee or alternate successor Trustees so that the number of Trustees shall always be two. Such appointments shall be made by written instrument signed by the then serving Trustee. Any successor Trustee shall, upon his or her acceptance of the office by written instrument, have the same powers, right and duties, and the same title to the trust estate jointly with the remaining Trustee as if originally appointed.

(C) Any Trustee under this Declaration of Trust may, by written instrument, resign.

(D) None of the Trustees shall be required to furnish bond or surety. None of the Trustees shall be responsible or liable for the acts or omissions of any

other of the Trustees or of any predecessor or of a custodian, agent, depositary, or counsel selected with reasonable care.

(E) The initial or successor Trustee or Trustees in office pending the appointment or election of a successor Trustee shall have full authority to act, pursuant to the terms of this instrument, even though one vacancy may exist.

(F) The Trustees serving under this Declaration of Trust are authorized to reimburse themselves for any reasonable amounts incurred or advanced by them in connection with the administration of the Trust. Each Trustee shall also be entitled to receive, as compensation, a nominal fee for each Board of Trustees meeting attended by such person. Notwithstanding the foregoing, Trustees may be compensated for services rendered other than for being a Trustee.

ARTICLE V

TERM OF TRUST

5.1 The Trust shall continue forever unless the Trustees terminate the Trust by expending all the principal and income for the purposes outlined in Paragraph 2.1.

ARTICLE VI

REVOCATION, ALTERATION AND AMENDMENT

6.1 The Trust and the provisions thereof shall be irrevocable and shall not be subject to any power to alter, amend, divest or change, provided, however, that the Trustees shall have the power to amend the Trust provisions in order to qualify the Trust as an exempt organization under Section 501(c)(3) of the Code and under Section 23701(d) of the California Revenue and Taxation Code.

ARTICLE VII

SEVERABILITY

7.1 If any provision of this Declaration of Trust is unenforceable, the remaining provisions shall nevertheless be carried into effect.

ARTICLE VIII

ADDITIONAL PROPERTY

8.1 Other property acceptable to the Trustees may be added to the Trust and shall thereupon be subject to all of the terms of this Declaration of Trust.

ARTICLE IX

CALIFORNIA LAW

9.1 This Declaration of Trust has been accepted by the Trustees in the State of California, and its validity, construction and all rights under it shall be governed by the laws of that State.

IN WITNESS WHEREOF, the Trustees have executed this Declaration of Trust on this _____ day of _____, 1995, at _____, California.

_____
TERRY CANNON

_____
MARY CANNON

"Trustees"

APPROVAL OF TRUSTOR

I, SARA KATHRYN SMITH, does hereby declare and state that I am the Trustor named in the above and foregoing Declaration of Trust; that the property and assets transferred by me to the Trustees therein named were so transferred to the Trustees in accordance with the above and foregoing Declaration of Trust; that I have carefully read said Declaration of Trust and it fully and clearly carries out my desires and intentions and fully correctly states and sets forth the terms and provisions upon which the property therein mentioned or which may hereafter be added thereto is to be held, managed, and disposed of by the Trustees named therein and provided for; and I do hereby expressly agree and consent to, approve of, ratify and confirm said Declaration of Trust in every respect.

Executed this _____ day of _____, 1995, at _____, California.

_____
SARA KATHRYN SMITH

"Trustor"

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On _____, before me,

_____, personally appeared

TERRY CANNON, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacities and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature _____

_____
Name (Typed or Printed)

Notary Public in and for said County and State

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On _____, before me,

_____, personally appeared MARY CANNON, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacities and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature _____

_____
Name (Typed or Printed)

Notary Public in and for said County and State

STATE OF CALIFORNIA)
) ss.
COUNTY OF SANTA CRUZ)

On _____, before me,

_____, personally appeared

SARA KATHRYN SMITH, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacities and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature _____

_____
Name (Typed or Printed)

Notary Public in and for said County and State

SCHEDULE A

Trustor's 250 art paintings, films, slides, projectors, other artwork and related personal documents, together with any insurance policies on such property.

SARA KATHRYN ARLEDGE MEMORIAL TRUST

The purposes of this trust are to preserve the complete art works of Sara Kathryn Arledge and to make these works available to the interested public and to future generations for study and appreciation. Sara is an historically significant experimental filmmaker who has worked in a variety of art mediums, including painting and glass slide transparencies. The trust will be administered by Terry and Mary Cannon and Ed and Marcia Nunnery. Both the Cannons and Nunnerys are long-time residents of Pasadena, California; are close friends and associates of Sara's; and have diverse backgrounds in film and art exhibition, education, and administration. We would welcome and encourage any of Sara's family members to take an active participation in formulating and administering this trust.

For the purposes of this overview, we will address each of the art forms for which work of Sara's exists: film, painting, and slides.

1. FILM

It was through her film work that Terry and Mary Cannon first became aware of and then met Sara Kathryn Arledge. Terry founded Pasadena Filmforum, an independent and experimental film showcase, in 1976 and over the ensuing years presented all of Sara's films in a variety of contexts: both group shows and one-person screenings. Through these showings, Sara developed a community of artists and filmgoers who admired and appreciated her work. Sara made a total of seven short films between 1941 and 1983, which have a combined running time of approximately one hour. Although she is generally recognized as a pioneer of the postwar experimental film movement, her complete body of work has sadly not been readily available for viewing for many years. Three of her films are currently distributed for rental through Canyon Cinema Coop in San Francisco, and two films are available for rental through Filmmakers Coop in New York.

It is our plan to examine (and make repairs, if necessary) all of the film prints which Sara now has, to catalog them, and to identify which prints would be the best sources from which to make new prints in the future. We hope to have at least one print of all seven films available for rental through both Canyon Cinema Coop and Filmmakers Coop. These nonprofit organizations are the two

leading distributors in the United States of independent and experimental film work. Anyone -- individuals as well as organizations -- that wishes to view Sara's films will be able to do so. Any rental fees derived will be used toward making new prints and replacing existing prints in the future.

It is also planned to transfer all of Sara's films to video and make her complete body of film work available on one videotape. This videotape would be available for rental and/or purchase through both of the aforementioned coops.

Finally, Sara has left a script for a short film which she had planned to make entitled INSIDE/OUTSIDE/INSIDE. It is our hope that at some point, in collaboration with several of the film artists who worked with Sara in the past, we might be able to produce this film based on Sara's original script.

2. PAINTING

The paintings will be stored and preserved at the studio of Ed and Marcia Nunnery. For over 20 years, the Nunnerys have owned and operated the distinguished Aarnun Gallery, which specializes in custom framing work for artists and museums. An artist himself, Ed presented and curated the first complete retrospective of Sara's paintings in 1978 at the Aarnun Gallery.

The Nunnerys plan to date, catalog, and identify the paintings and to repair/restore any works as needed. We also intend to have slides made of all the paintings so that they may be viewed by individuals, galleries, and museums that might be interested in exhibiting Sara's work. We are involved with a number of nonprofit arts organizations in the Pasadena area, and through the assistance of these groups we intend to explore all avenues for possible future exhibition of Sara's paintings. Most importantly, through the expertise of the Aarnun Gallery, we will be in a position to properly frame and ship the works to galleries and museums around the country that might request to borrow paintings for specific exhibitions or historical retrospectives.

3. SLIDES

One of the most unique and fragile art forms in which Sara worked (and which she largely pioneered) was glass slide transparencies. Between 1947 and 1950 she began making these fascinating slides as "visual aids" for painting. The images which she created on these roughly 4" x 4" slides were then projected on huge screens. Over the ensuing decades, Sara would produce several hundred transparencies, which could only be properly projected on a huge and now-defunct apparatus.

It is our plan to date, catalog, and identify all existing glass slide transparencies and to ultimately transfer them to 35mm slides; these would then be in a format that would make them accessible for study and appreciation through universities, museums, libraries, and so forth. The slides might also be offered for rental as a package with the films through the aforementioned coops, as there is a close affinity between the films and transparencies.

4. LONG-RANGE PROJECTS

We wish to encourage and foster the critical study of Sara's art works as well as their appreciation. In this direction, we plan to maintain and constantly update an archival collection of writings by and about Sara Kathryn Arledge. This would include any of her own notes, personal writings, film scripts -- anything that would offer insight into her life as an artist. We already have a large file of articles and reviews on her films, which was actually started back in 1976. By maintaining and updating this archival collection, we will be able to provide any students and researchers wishing to do critical study of Sara's art works with the necessary biographical material to make such serious activity possible.

Also, we hope to be able to establish a modest art/film scholarship in Sara's name that could be presented on an annual basis at a Southern California-based college or university. As an example, we might consider approaching an institution such as the University of California at Los Angeles (UCLA) about setting up such a scholarship

award. Sara has educational roots at UCLA; she attended that university between 1930 and 1936 and received her Bachelor!s degree in Art there. Since UCLA offers distinguished programs in both art and film, a scholarship there in Sara's name would provide a wonderful opportunity to memorialize her life's work in art and to assure that that work would live on in future generations of artists.

LAST WILL AND TESTAMENT

OF

SARA K. SMITH

I, SARA K. SMITH, also known as SARA KATHRYN ARLEDGE SMITH, now residing in Pasadena, California, being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, and revoke all other wills and codicils to wills by me made. I declare that I am not acting under duress, fraud or undue influence of any person whomsoever.

FIRST: I direct my Executor, hereinafter named, to pay all my just debts, funeral expenses and expenses of last illness as soon after my death as is convenient.

SECOND: I hereby declare that I am not married. I was previously married to CLYDE B. SMITH, from whom I am finally divorced. There was one child the issue of said marriage, namely, TONY STEPHAN SMITH, now deceased. I have no other children and there are no children of a deceased child.

THIRD: I make the following specific bequests:

A. To my friend, TERENCE CANNON, Pasadena, California, the sum of $1,000.00;

B. To my friend, MARY SCAFF, Pasadena, California, the sum of $1,000.00;

C. To my friend, DONNA BROWN, Pasadena, California, the sum of $3,000.00.

FOURTH: All of the rest, residue and remainder of my estate of whatsoever kind or character and wherever situated, of which I may die seized or possessed, or to which I may in any manner be entitled, or over which I may at the time of my death have the power of appointment, as follows:

LAW OFFICES
REAY, SHAW & MCKNIGHT
A PROFESSIONAL CORPORATION
1499 HUNTINGTON DRIVE, SUITE 401
SOUTH PASADENA, CALIFORNIA 91030-4594
799-6518
AREA CODE 213 799-6634
682-1455

A. One-third thereof to my cousin, JOSEPH GLENN BROWN, if living; otherwise in equal shares to his children, GREGORY SCOTT BROWN and MONICA BROWN, or to the surviving child, if either should not survive distribution of my estate;

B. One-third thereof, in equal shares to GREGORY SCOTT BROWN and MONICA BROWN, children of JOSEPH GLENN BROWN, or to the survivor, if either should not survive distribution;

C. One-third thereof to my cousin, DONALD SHIRLEY, if living; otherwise to his wife, MS. ELLEN SWITKES. In the event that neither DONALD SHIRLEY or his wife, ELLEN, shall survive distribution of my estate, such share shall and be distributed to MARILYN WESTERCAMP, the daughter of my cousin, JAMES WATSON SHIRLEY.

FIFTH: Except as otherwise provided in this will, I have intentionally and with full knowledge omitted to provide for my heirs who may be living at the time of my death, including any person or persons who, after the date of this will, become my heirs or heirs by reason of marriage or otherwise.

SIXTH: I hereby nominate and appoint my attorney, DWIGHT H. REAY, as Executor of my will and estate, without the requirement of bond. If for any reason my Executor should be unable or unwilling to act, whether prior to qualification or otherwise, I appoint in his place and stead, my cousin, ELIZABETH SCATTERGOOD, to act as Executrix and who shall serve without the requirement of bond.

IN WITNESS WHEREOF, I have hereunto subscribed the same this 15th day of June, 1984, at South Pasadena, California.

Sara K. Smith
SARA K. SMITH

LAW OFFICES
REAY, SHAW & MCKNIGHT
A PROFESSIONAL CORPORATION
1499 HUNTINGTON DRIVE, SUITE 401
SOUTH PASADENA, CALIFORNIA 91030-4594
799-6618
AREA CODE 818 799-9634
682-1455

The foregoing instrument, consisting of three (3) pages, including this page signed by us as witnesses, was at the date hereof by SARA K. SMITH signed as and declared to be her will, in the presence of us who, at her request and in her presence, and in the presence of each other, have subscribed our names as witnesses thereto. Each of us observed the signing of this will by SARA K. SMITH and by each other subscribing witness and knows that each signature is the true signature of the person whose name was signed.

Each of us is now more than eighteen (18) years of age and a competent witness and resides at the address set forth after his name.

We are acquainted with SARA K. SMITH. At this time she is over the age of eighteen (18) years, and to the best of our knowledge she is of sound mind and is not acting under duress, menace, fraud, misrepresentation or undue influence.

We declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed on June 1, 1984 at South Pasadena, California.

Dwight N Reay Address 2065 Ashbourne Dr.

San Marino, Ca. 91108

Rodney A. Shaw Address 1499 Huntington Dr.

So Pasadena, California 91030

LAW OFFICES
REAY, SHAW & MCKNIGHT
A PROFESSIONAL CORPORATION
1499 HUNTINGTON DRIVE, SUITE 401
SOUTH PASADENA, CALIFORNIA 91030-4594
799-6618
AREA CODE 213 799-8634
AREA CODE 818 682-1455

ATTORNEY OR PARTY WITHOUT ATTORNEY (NAME AND ADDRESS):	TELEPHONE:	FOR COURT USE ONLY
DWIGHT L. HERR, COUNTY COUNSEL, #39157 TAMYRA CODE, ASSISTANT COUNTY COUNSEL, #127931 COUNTY OF SANTA CRUZ 701 Ocean Street, Santa Cruz, CA 95060	(408) 454-2040	
ATTORNEY FOR (NAME): Petitioner, Public Guardian		
SUPERIOR COURT OF CALIFORNIA, COUNTY OF SANTA CRUZ STREET ADDRESS: 701 Ocean Street MAILING ADDRESS: 701 Ocean Street CITY AND ZIP CODE: Santa Cruz, CA 95060 BRANCH NAME:		
☐ GUARDIANSHIP ☒ CONSERVATORSHIP OF THE ☒ PERSON ☒ ESTATE OF (NAME): SARA KATHRYN ARLEDGE SMITH, ☐ Minor ☒ Conservatee		
NOTICE OF HEARING ☐ Guardianship ☒ Conservatorship ☐ Limited Conservatorship		CASE NUMBER: 36709

This notice is required by law. This notice does not require you to appear in court, but you may attend the hearing if you wish.

1. NOTICE is given that (name): Santa Cruz County Public Guardian
(representative capacity, if any):
has filed (specify):

PETITION FOR SUBSTITUTED JUDGMENT TO MAKE GIFTS

reference to which is made for further particulars.

2 ☐ The petition includes an application for the independent exercise of powers under section 2590 of the Probate Code. Powers requested are ☐ specified below ☐ specified in attachment 2.

3 A hearing on the matter will be held

on (date): June 6, 1995 at (time): 8:15 AM in ☒ Dept: 5 ☐ Div: ☐ Rm.:

located at (address of court): 701 Ocean Street
Santa Cruz, California

Dated: 4-27-95 ☐ Clerk, by _____, Deputy

☐ Attorney _____
(Signature)
TAMYRA CODE

This notice was mailed on (date): _____ at (place): Santa Cruz, California.

(Continued on reverse)

☐ GUARDIANSHIP ☒ CONSERVATORSHIP OF (NAME): SARA KATHRYN ARLEDGE SMITH ☐ Minor ☒ Conservatee | CASE NUMBER: 36709

NOTICE OF HEARING—GUARDIANSHIP OR CONSERVATORSHIP Page 2

CLERK'S CERTIFICATE OF ☐ POSTING ☐ MAILING

I certify that: I am not a party to this cause and that a true copy of the foregoing Notice of Hearing—Guardianship or Conservatorship

1. ☐ *(for sales under section 2543(c) of the Probate Code only)* was posted at (address):

2. ☐ was mailed, first class, postage fully prepaid, ☐ with a copy of the petition (title):

in a sealed envelope addressed to each person whose name and address is given below.

I certify that the notice was posted or mailed and this certificate was executed on (date): . . . . . .

at (place): . . . . . , California.

CHRISTINE PATTON, Clerk, by _____, Deputy

PROOF OF SERVICE BY MAIL

I am over the age of 18 and not a party to this cause. I am a resident of or employed in the county where the mailing occurred. My residence or business address is: 701 Ocean Street
Santa Cruz, CA 95060

I served the foregoing Notice of Hearing—Guardianship or Conservatorship ☒ with a copy of the petition (title):

Listed on reverse side.

by enclosing a true copy in a sealed envelope addressed to each person whose name and address is given below and depositing the envelope in the United States mail with the postage fully prepaid.

(1) Date of deposit: 4-27-95 (2) Place of deposit (city and state): Santa Cruz, California.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct and that this declaration is executed on (date): 4-27-95 at (place): Santa Cruz, California

NANCY JACK
(Type or print name)

Nancy Jack
(Signature of declarant)

NAME AND ADDRESS OF EACH PERSON TO WHOM NOTICE WAS MAILED

See Attached List

☐ List of names and addresses continued on attachment.

Sara Kathryn Arledge Smith
Watsonville Care East
421 Arthur Road
Watsonville, CA 95076

George J. Gigarjian
Public Defender
2103 No. Pacific Avenue
Santa Cruz, CA 95060

Terry & Mary Scaff Cannon
1531 E. Woodbury Road
Pasadena, CA 91104

Joseph Glenn and Donna Brown
431 S. Sierra Bonita
Pasadena, CA 91106

Gregory Scott Brown
1821 Rose Villa Street
Pasadena, CA 91107

Monica Brown Alkire
2109 Mathews Avenue, Apt. D
Redondo Beach, CA 90277

Don Shirley and Ellen Switkes
5252 Coldwater Canyon, #108
Van Nuys, CA 91401

Ed and Marcia Nunnery
Aarnum Gallery
603 E. Green Street
Pasadena, CA 91101

Marilyn Westercamp
900 Garden Crest
Kingman, AZ 86401

James Watson Shirley
P.O. Box 13
Oak Creek Canyon Road
Flagstaff, Arizona 86000

Joseph Shirley
5301 E. Valle Vista Road
Phoenix, Arizona 85018

SARA KATHRYN ARLEDGE MEMORIAL TRUST

The purposes of this trust are to preserve the complete art works of Sara Kathryn Arledge and to make these works available to the interested public and to future generations for study and appreciation. Sara is an historically significant experimental filmmaker who has worked in a variety of art mediums, including painting and glass slide transparencies. The trust will be administered by Terry and Mary Cannon and Ed and Marcia Nunnery. Both the Cannons and Nunnerys are long-time residents of Pasadena, California; are close friends and associates of Sara's; and have diverse backgrounds in film and art exhibition, education, and administration. We would welcome and encourage any of Sara's family members to take an active participation in formulating and administering this trust.

For the purposes of this overview, we will address each of the art forms for which work of Sara's exists: film, painting, and slides.

1. FILM

It was through her film work that Terry and Mary Cannon first became aware of and then met Sara Kathryn Arledge. Terry founded Pasadena Filmforum, an independent and experimental film showcase, in 1976 and over the ensuing years presented all of Sara's films in a variety of contexts: both group shows and one-person screenings. Through these showings, Sara developed a community of artists and filmgoers who admired and appreciated her work. Sara made a total of seven short films between 1941 and 1983, which have a combined running time of approximately one hour. Although she is generally recognized as a pioneer of the postwar experimental film movement, her complete body of work has sadly not been readily available for viewing for many years. Three of her films are currently distributed for rental through Canyon Cinema Coop in San Francisco, and two films are available for rental through Filmmakers Coop in New York.

It is our plan to examine (and make repairs, if necessary) all of the film prints which Sara now has, to catalog them, and to identify which prints would be the best sources from which to make new prints in the future. We hope to have at least one print of all seven films available for rental through both Canyon Cinema Coop and Filmmakers Coop. These nonprofit organizations are the two

leading distributors in the United States of independent and experimental film work. Anyone -- individuals as well as organizations -- that wishes to view Sara's films will be able to do so. Any rental fees derived will be used toward making new prints and replacing existing prints in the future.

It is also planned to transfer all of Sara's films to video and make her complete body of film work available on one videotape. This videotape would be available for rental and/or purchase through both of the aforementioned coops.

Finally, Sara has left a script for a short film which she had planned to make entitled INSIDE/OUTSIDE/INSIDE. It is our hope that at some point, in collaboration with several of the film artists who worked with Sara in the past, we might be able to produce this film based on Sara's original script.

2. PAINTING

The paintings will be stored and preserved at the studio of Ed and Marcia Nunnery. For over 20 years, the Nunnerys have owned and operated the distinguished Aarnun Gallery, which specializes in custom framing work for artists and museums. An artist himself, Ed presented and curated the first complete retrospective of Sara's paintings in 1978 at the Aarnun Gallery.

The Nunnerys plan to date, catalog, and identify the paintings and to repair/restore any works as needed. We also intend to have slides made of all the paintings so that they may be viewed by individuals, galleries, and museums that might be interested in exhibiting Sara's work. We are involved with a number of nonprofit arts organizations in the Pasadena area, and through the assistance of these groups we intend to explore all avenues for possible future exhibition of Sara's paintings. Most importantly, through the expertise of the Aarnun Gallery, we will be in a position to properly frame and ship the works to galleries and museums around the country that might request to borrow paintings for specific exhibitions or historical retrospectives.

3. SLIDES

One of the most unique and fragile art forms in which Sara worked (and which she largely pioneered) was glass slide transparencies. Between 1947 and 1950 she began making these fascinating slides as "visual aids" for painting. The images which she created on these roughly 4" x 4" slides were then projected on huge screens. Over the ensuing decades, Sara would produce several hundred transparencies, which could only be properly projected on a huge and now-defunct apparatus.

It is our plan to date, catalog, and identify all existing glass slide transparencies and to ultimately transfer them to 35mm slides; these would then be in a format that would make them accessible for study and appreciation through universities, museums, libraries, and so forth. The slides might also be offered for rental as a package with the films through the aforementioned coops, as there is a close affinity between the films and transparencies.

4. LONG-RANGE PROJECTS

We wish to encourage and foster the critical study of Sara's art works as well as their appreciation. In this direction, we plan to maintain and constantly update an archival collection of writings by and about Sara Kathryn Arledge. This would include any of her own notes, personal writings, film scripts -- anything that would offer insight into her life as an artist. We already have a large file of articles and reviews on her films, which was actually started back in 1976. By maintaining and updating this archival collection, we will be able to provide any students and researchers wishing to do critical study of Sara's art works with the necessary biographical material to make such serious activity possible.

Also, we hope to be able to establish a modest art/film scholarship in Sara's name that could be presented on an annual basis at a Southern California-based college or university. As an example, we might consider approaching an institution such as the University of California at Los Angeles (UCLA) about setting up such a scholarship

award. Sara has educational roots at UCLA; she attended that university between 1930 and 1936 and received her Bachelor's degree in Art there. Since UCLA offers distinguished programs in both art and film, a scholarship there in Sara's name would provide a wonderful opportunity to memorialize her life's work in art and to assure that that work would live on in future generations of artists.

California Lawyers for the Arts

Lawyer Referral Form

Case No. **LA19-0958**

Interview	
☐ Letter ☒ Phone ☐ Drop In	
Date	April 13, 1995
Interviewer	AWG

1549 11th St Ste 200
Santa Monica, CA 90401
(310) 395-8893

Art Discipline

☐ Performing
☐ Dance ☐ Music ☐ Theater
☐ Visual
☐ Literary ☒ Media ☐ NPO
☐ Other _____

CLIENT **Terry Cannon**
1531 Woodbury Road
Pasadena Ca. 91104

FACTS Cl. tyring to set up a trust to preserve films, slides and paintings which are in storage. Cl is not the owner of the works. An 80-year-old woman is the owner. Guardian of the woman will petition the judge to take possession of the art works which have an appraised value of $1800.

Legal Problem

☐ Bankruptcy	☐ Defamation	☐ Ltd Partnership
☐ Business	☐ Discrimination	☐ NPO
☐ Contract	☐ Estate	☐ Patent
☐ Dispute	☐ Family	☐ Partnership
☐ Draft	☐ First Amend.	☐ Privacy
☐ Review	☐ Housing	☐ Tax Exemption
☐ Copyright	☐ Immigration	☐ Taxation
☐ Corporation	☐ Insurance	☐ Trademark
☐ Crime	☐ Labor	

☒ Other Trust

ATTORNEY
Darrell Brooke, Esq.
Attorney at Law
30 North Raymond Ste 713

Pasadena CA 91103-3930

(818) 795-7400

Fees

☐ $20 (Member referral)
☒ $30 (Non-member referral)
☐ $40 (Membership and referral fee)
☐ $_____(Other) _____
☐ Referral fee waived

Date Paid April 13, 1995

California Lawyers for the Arts thanks you for using the lawyer referral service. Please take the time to complete the enclosed evaluation form, so that we may continue to serve our members well. If you are not a member, please consider joining our organization by completing and returning the form below.

NAME_____ FIRM/ORG._____
ADDRESS_____ CITY_____ ZIP_____
TELEPHONE_____ ART DISCIPLINE_____

Please enclose the following amount for membership:

☐ $20 Working Artist ☐ $35 General ☐ $15 Student
☐ $40 Small Organization ☐ $75 Large Organization

Amount Enclosed $_____ ☐ Check ☐ Charge _____

MasterCard/VISA # Exp Date

DWIGHT L. HERR, COUNTY COUNSEL
COUNTY OF SANTA CRUZ
701 Ocean Street, Room 505
Santa Cruz, CA 95060
(408) 454-2040

SUPERIOR COURT OF THE STATE OF CALIFORNIA

FOR THE COUNTY OF SANTA CRUZ

Conservatorship of the Person and Estate of:

SARA KATHRYN ARLEDGE SMITH,

No: 36709
Receipt

Received from the Santa Cruz County Public Guardian, Conservator of the above-named Conservatee, the property described below:

1. Miscellaneous Artwork as described on attached appraisal.

2. Miscellaneous experimental films, moving pictures, slides and projectors.

Dated: 8-29-95

Terry Cannon, Trustee
Sara Kathryn Arledge Memorial Trust

WATSONVILLE CARE EAST
421 ARTHUR RD.
(408) 724-0671

SARA KATHRYN SMITH

101 TO CASTROVILLE
just past Salinas to Espinosa Rd. (L) across fwy. to Hwy 1. (R) on 1. to Green Valley exit to 2ND light, Main St (Green Valley Rd.) Sizzler & Orchard Supply (R) go 3 lts. (L) on Arthur Rd. 200 yds up hill on R.

1010 (towards back)
1030 EMELINE AVE.
SANTA CRUZ

corner of Pacific & Cathcart in Old Down-town

WED. AFTER 2:00 TILL 5:00

JOHN BACKSTROM
(408) 454-4160

down Cathcart to Water St.
take (L) on Ocean
~~up to~~ veer off to (R) by Hwy 1 & keep rt. & make (L)

CALL NARVER ON OCT. 19 IF I HAVEN'T HEARD FROM HIM - HE IS WAITING TO HEAR FROM COUNTY LEGAL PEOPLE ON HOW TO PROCEED

Hwy 1
Mission x
Fair Av.

Graham Hill Rd.
to
Hwy 9

Iris Sanders
4300 Soquel Dr #92
Soquel, CA 95073

K. Arlene Smith
work —
Please send
gallery show lists

DECLARATION OF TRUST

OF THE

SARA KATHRYN ARLEDGE MEMORIAL TRUST

TERRY CANNON and MARY CANNON, as Trustees, hereby declare that Santa Cruz County Public Guardian, Conservator of the Estate of SARA KATHRYN ARLEDGE SMITH, also known as SARA KATHRYN ARLEDGE and SARA K. SMITH, (Smith), as Trustor, has transferred and delivered to the Trustees all of ~~Trustor~~ Smith's right, title and interest in and to the property described on Schedule A, attached hereto and by this reference incorporated herein. All property now or hereafter subject to this trust shall constitute the trust estate of the memorial trust which shall be known as "THE SARA KATHRYN ARLEDGE MEMORIAL TRUST" ("Trust"), which trust estate shall be held, managed and distributed as hereinafter provided.

ARTICLE I

PURPOSE OF TRUST

1.1 During ~~Trustor~~ Smith's lifetime, ~~Trustor~~ Smith has created or has been involved in various artistic endeavors, such as films, paintings, slides, projectors and supporting historical personal documents (hereinafter collectively referred to as "Artwork"). Said Artwork has nominal fair market value, but does have potential significance to film and art historians and archivists. ~~Trustor~~ Smith does not have sufficient funds to adequately store or preserve said Artwork.

The initial Trustees have previous and extensive working experience with ~~Trustor~~ Smith in such artistic endeavors. The initial Trustees believe that it is the intention of ~~Trustor~~ Smith to memorialize and protect such Artwork for posterity through the use of a trust. The specific purposes and long-range projects of the Trust are more fully described at Schedule B attached hereto and by this reference incorporated herein.

~~Trustor~~ Smith is an unmarried woman. ~~Trustor~~ Smith was formerly married to CLYDE B. SMITH, which marriage was terminated by the legal dissolution thereof. ~~Trustor~~ Smith has had one (1) child, TONY STEPHAN, who is deceased. The initial Trustees believe that ~~Trustor~~ Smith has no living parents, siblings, nieces or nephews.

Further, ~~Trustor~~ Smith has executed a Last Will dated June 1, 1984, a copy of which is attached hereto at Schedule C and by this reference is incorporated herein, in which ~~Trustor's~~ her residuary estate is distributable upon her death as follows: one-third (1/3) to ~~Trustor's~~ her cousin, JOSEPH GLENN BROWN, one-third (1/3) to ~~Trustor's~~ her second cousins, GREGORY SCOTT BROWN, and MONICA BROWN ALKIRE, and one third (1/3) to Trustor's Smith's cousin, DONALD SHIRLEY. The initial Trustees further believe that it is ~~Trustor's~~ Smith's intention to provide said named individuals with the right to each borrow no more than five (5) of ~~Trustor's~~ Smith's paintings which are a part of the Trust Estate when such paintings are not being exhibited by the Trustees.

ARTICLE II

DISTRIBUTION OF PRINCIPAL AND INCOME

2.1 Subject to the limitations of Article IV ~~Throughout the duration of the Trust~~, the income and principal thereof may be used for the payment of preservation, maintenance and enhancement of the Trust property, taking into consideration any other funds known by the Trustee to be reasonably available for such purposes. An initial priority for use of such funds shall be to pay for insurance of Trust property. The Trustee may also lend to any of JOSEPH GLENN BROWN, GREGORY SCOTT BROWN, MONICA BROWN ALKIRE and DONALD SHIRLEY or to their issue upon their death, up to five (5) paintings which are then a part of the Trust Estate, at such time when such paintings are not then being exhibited by the Trustees, provided, however, that said individuals provide the Trustees with evidence of adequate insurance coverage thereof. Said right to borrow such paintings by said named individuals is personal in nature and said right may not be sold, assigned, gifted, bequeathed or otherwise transferred by said individuals to any other person or entity. Said individuals shall not derive any profit from the exhibition of said paintings. The Trustees may make payments or distributions from the income or principal of the Trust not used for such payments of preservation, maintenance and enhancement in such manner and in such amounts as they shall determine for charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or successor statutory provisions (hereinafter referred to as "the Code").

ARTICLE III

GENERAL PROVISIONS

3.1 The property of this Trust is irrevocably dedicated to charitable purposes, and, except as specifically provided to the contrary in Paragraph 2.1, no part of its net income or assets shall ever inure to the benefit of Trustor, or to any Trustee, or to the benefit of any private person. Upon dissolution or winding up of the Trust, its assets shall be distributed exclusively to an organization(s) selected and designated by the Trustees, which organization(s) shall be organized and operated in the manner set forth in Paragraph 3.3.

3.2 No substantial part of the activities of the Trust shall consist of carrying on propaganda or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Trust shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of (or in opposition to) any candidate for public office.

3.3 Notwithstanding any other provision of this Declaration of Trust, the Trust is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Code, and the Trust shall not carry on any activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization contributions to

which are deductible under Sections 170(c)(2), 2055 and 2522 of the Code.

ARTICLE IV

POWERS AND DUTIES OF TRUSTEES

4.1 To carry out the purposes of the Trust, and subject to any specific limitations expressed herein, the Trustees shall have the following powers in addition to all other powers now or hereafter conferred by law:

(A) ~~All of~~ with the exception noted herein, the powers enumerated in Sections 16200, et. seq., of the California Probate Code as it exists on the date of execution of this Declaration of Trust, which powers are incorporated herein by reference. Section 16226 shall become effective after 1-1-98 as it applies to Artwork. Brown, Atkins and Shirley shall have right of first refusal to buy, at fair market value, any property offered for sale by the Trust.

(B) The power to give warranties and indemnifications in connection with any transaction entered into by the Trustee.

(C) The power to employ any attorney, accountant, investment advisor, broker or other agent, whether or not associated with the Trustees to advise or assist the Trustees in the performance of the Trustees' administrative duties. The Trustees may act on the recommendations of such persons without independent investigation and may pay from the Trust reasonable compensation for all services performed.

(D) The power to carry, at the expense of the Trust, insurance of such kinds and in such amounts as the

Trustees deem advisable to protect the Trust Estate and the Trustees against any hazard. In addition thereto, the Trustees are expressly authorized and encouraged to purchase insurance to provide coverage for any errors and omissions of any and/or all individuals serving as Trustee.

(E) The power to designate a single Trustee or other qualified individual to make deposits, draw checks or perform any other ministerial task on behalf of the Trustees.

(F) The power to transfer any and all assets and liabilities of the Trust to a non-profit corporation organized and operated in the manner set forth in Paragraph 3.3 which power may be exercised at the sole discretion of the Trustees for whatever reason they deem appropriate.

Remove

4.2 In exercising the foregoing powers the Trustees shall act in a manner which is reasonable and equitable, and in the manner in which men of ordinary prudence, diligence, discretion and judgment would act in the management of their own affairs.

4.3 Notwithstanding any provision herein, the Trustees are prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holdings as defined in Section 4943(c) of the Code which would subject the Trust to tax under Section 4943 of the Code, from making any investments which would subject the Trust to tax under

Section 4944 of the Code, and from making any taxable expenditures as defined in Section 4945(d) of the Code. The Trustees shall make distributions at such time and in such manner as not to subject the Trust to tax under Section 4942 of the Code.

4.4 Initial and Successor Trustees: The initial Trustees of the Trust shall be TERRY CANNON and MARY CANNON.

(A) Upon the death, resignation or incapacity of either of the initial Trustees, then the remaining initial Trustee shall continue to serve as Trustee hereunder.

(B) Upon the death, resignation or incapacity of both of the initial Trustees, then ED NUNNERY and MARCIA NUNNERY shall serve as Co-Trustees hereunder. If either ED NUNNERY or MARCIA NUNNERY is or becomes unable or unwilling to serve or to continue to serve for any reason, then the remaining individual shall serve as sole Trustee.

(C) Upon the death, resignation or inability to serve if two then serving Trustees, the then serving Trustee shall elect those persons nominated by Brown, Brown, Alkire and/or Shirley (or their issue) to serve as successor Trustee or alternate successor Trustees so that the number of Trustees shall always be two. Such appointments shall be made by written instrument signed by the then serving Trustee. Any successor Trustee shall, upon his or her acceptance of the office by written instrument, have the same powers, right and

should no person be nominated, the then serving Trustee shall elect, etc.

duties, and the same title to the trust estate jointly with the remaining Trustee as if originally appointed.

(D) Any Trustee under this Declaration of Trust may, by written instrument, resign.

(E) None of the Trustees shall be required to furnish bond or surety. None of the Trustees shall be responsible or liable for the acts or omissions of any other of the Trustees or of any predecessor or of a custodian, agent, depositary, or counsel selected with reasonable care.

(F) The initial or successor Trustee or Trustees in office pending the appointment or election of a successor Trustee shall have full authority to act, pursuant to the terms of this instrument, even though one vacancy may exist.

(G) The Trustees serving under this Declaration of Trust are authorized to reimburse themselves for any reasonable amounts incurred or advanced by them in connection with the administration of the Trust. Each Trustee shall also be entitled to receive, as compensation, a nominal fee for each Board of Trustees meeting attended by such person. Notwithstanding the foregoing, Trustees may be compensated for services rendered other than for being a Trustee.

→ (H) The Trustees shall present an annual account of the Trust to Brown, Brown, Alkire and Shirley.

ARTICLE V

TERM OF TRUST

5.1 The Trust shall continue forever unless the Trustees terminate the Trust for the reason that ~~by expending~~ all the principal and income has been expended for the purposes outlined in Paragraph 2.1.

ARTICLE VI

REVOCATION, ALTERATION AND AMENDMENT

6.1 The Trust and the provisions thereof shall be irrevocable and shall not be subject to any power to alter, amend, divest or change, provided, however, that the Trustees shall have the power to amend the Trust provisions in order to qualify the Trust as an exempt organization under Section 501(c)(3) of the Code and under Section 23701(d) of the California Revenue and Taxation Code.

ARTICLE VII

SEVERABILITY

7.1 If any provision of this Declaration of Trust is unenforceable, the remaining provisions shall nevertheless be carried into effect.

ARTICLE VIII

ADDITIONAL PROPERTY

8.1 Other property acceptable to the Trustees may be added to the Trust and shall thereupon be subject to all of the terms of this Declaration of Trust.

ARTICLE IX

CALIFORNIA LAW

9.1 This Declaration of Trust has been accepted by the Trustees in the State of California, and its validity, construction and all rights under it shall be governed by the laws of that State.

IN WITNESS WHEREOF, the Trustees have executed this Declaration of Trust on this _____ day of _____, 1995, at _____, California.

_____
TERRY CANNON

_____
MARY CANNON

"Trustees"

APPROVAL OF TRUSTOR

I, Harry Snoek, Santa Cruz County Public Guardian, Conservator of the estate of SARA KATHRYN ARLEDGE SMITH, ~~do~~ hereby declare and state that I am the Trustor named in the above and foregoing Declaration of Trust; that the property and assets transferred by me to the Trustees therein named were so transferred to the Trustees in accordance with the above and foregoing Declaration of Trust; that I have carefully read said Declaration of Trust and it fully and clearly carries out ~~my~~ the desires and intentions of Sara Kathryn Arledge Smith and fully correctly states and sets forth the terms and provisions upon which the property therein mentioned or which may hereafter be added thereto is to be held, managed, and disposed of by the Trustees named therein and provided for; and I do hereby expressly agree and consent to, approve of, ratify and confirm on behalf of Smith said Declaration of Trust in every respect.

Executed this _____ day of _____, 1995, at _____, California.

~~SARA KATHRYN ARLEDGE SMITH~~
Harry Snoek, Santa Cruz County Public Guardian, Conservator "Trustor"

STATE OF CALIFORNIA)
) ss.
COUNTY OF SANTA CRUZ)

On _____, before me,

_____, personally appeared

Harry Snoek
SARA KATHRYN ARLEDGE SMITH, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that ~~she~~ he executed the same in ~~her~~ his authorized capacities and that by ~~her~~ his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature _____

Harry Snoek, Santa Cruz County, Public Guardian, Conservator of the Estate of Sara Kathryn Arledge Smith
Name (Typed or Printed)
Notary Public in and for said County and State

DWIGHT L. HERR, State Bar No. 39157
County Counsel, County of Santa Cruz
TAMYRA CODE, State Bar No. 127931
Assistant County Counsel
701 Ocean Street, Room 505
Santa Cruz, California 95060-4068
Telephone: (408) 454-2040

Attorneys for Petitioner
Public Guardian

FILE
JUN - 6 1995
CHRISTINE PATTON, CLERK
BY CATHIE LAINE
DEPUTY SANTA CRUZ COUNTY

SUPERIOR COURT OF THE STATE OF CALIFORNIA

FOR THE COUNTY OF SANTA CRUZ

Conservatorship of the Person and Estate of SARA KATHRYN ARLEDGE SMITH, Conservatee.	NO. 36709 ORDER FOR SUBSTITUTED JUDGMENT TO MAKE GIFTS [Probate Code §2580(a)(3)] Date: June 6, 1995 Time: 8:15 AM Dept: 5

The Petition for Substituted Judgment to Make Gifts came on regularly for hearing on June 6, 1995, before the Honorable Thomas A. Black. Tamyra Code appeared as attorney for Petitioner, and Deputy Public Defender George Gigarjian appeared on behalf of the conservatee. After examining the petition and hearing the evidence, this Court finds that all notices of hearing were given as required by law, that all allegations of the petition are true, and grants the petition. The Court finds that the conservatee does not support or oppose the making of said gift and that she lacks the legal capacity to make such a gift herself. The Court further finds that the making of the

gift will have no adverse effect on the estate. Good cause appearing,

IT IS ORDERED that:

1. Petitioner is authorized to gift the conservatee's 250 paintings, her films, slides, projectors and related historical documents to a memorial trust, museum, art foundation, and/or film archive organization for the purposes of preservation and exhibition. Should the aforementioned recipients decline to accept the gift of the conservatee's artwork, in full or in part, Petitioner is granted the authority to gift the art work to the four beneficiaries who are entitled to the residue of the estate under the conservatee's will, namely Joseph Glenn Brown, Gregory Scott Brown, Monica Brown Alkire, and Donald Shirley, as he deems most equitable and appropirate.

Dated: 6-6-95

Judge of the Superior Court
THOMAS A. BLACK

SMITHSRA.GFT

DARRELL G. BROOKE
ATTORNEY AT LAW

30 NORTH RAYMOND
SUITE 713
PASADENA, CALIFORNIA 91103-3930
TELEPHONE (818) 795-7400
FACSIMILE (818) 795-7496

ESTATE PLANNING, TAX,
CORPORATIONS, PARTNERSHIPS,
BUSINESS PLANNING, ELDER LAW
AND PROBATE

May 19, 1995

Tamyra Code, Esq.
Assistant County Counsel
701 Ocean Street, Room 505
Santa Cruz, California 95060-4068

Re: Conservatorship of Sara Kathryn Arledge Smith
Proposed Memorial Trust
Hearing Date: June 6, 1995

Dear Ms. Code:

I am writing to you as attorney for Terry and Mary Cannon. In accordance with our telephone conversation last week, I am enclosing a copy of the proposed and unsigned Sara Kathryn Arledge Memorial Trust. This Trust is intended to be a charitable trust.

Please review this document carefully and call me if you have any questions or changes. If it meets with your approval, we request that your office submit the proposed Trust to the court for its consideration and approval at the June 6, 1995 hearing of your Petition for Substituted Judgment.

In addition, and as we discussed, we request that the court approve the transfer of the conservatee's 250 art paintings, films, slides, projectors, other artwork and related personal documents, together with any insurance policies on such property, concurrently with its approval of the creation of the enclosed Trust.

Thank you for your assistance in this matter. I look forward to hearing from you on the outcome of the court hearing.

Very truly yours,

Darrell G. Brooke

Darrell G. Brooke

Enclosure

cc: Terry and Mary Cannon (w/encl.)

T & M -
I have Quake tickets (2) for next Friday, 5/26, if you're interested. Please let me know.
Darrell

DECLARATION OF TRUST

OF THE

SARA KATHRYN ARLEDGE MEMORIAL TRUST

TERRY CANNON and MARY CANNON, as Trustees, hereby declare that SARA KATHRYN ARLEDGE SMITH, also known as SARA KATHRYN ARLEDGE and SARA K. SMITH, as Trustor, has transferred and delivered to the Trustees all of Trustor's right, title and interest in and to the property described on Schedule A, attached hereto and by this reference incorporated herein. All property now or hereafter subject to this trust shall constitute the trust estate of the memorial trust which shall be known as "THE SARA KATHRYN ARLEDGE MEMORIAL TRUST" ("Trust"), which trust estate shall be held, managed and distributed as hereinafter provided.

ARTICLE I

PURPOSE OF TRUST

1.1 During Trustor's lifetime, Trustor has created or has been involved in various artistic endeavors, such as films, paintings, slides, projectors and supporting historical personal documents (hereinafter collectively referred to as "Artwork"). Said Artwork has nominal fair market value, but does have potential significance to film and art historians and archivists. Trustor does not have sufficient funds to adequately store or preserve said Artwork.

The initial Trustees have previous and extensive working experience with Trustor in such artistic endeavors. The initial Trustees believe that it is the intention of Trustor to memorialize and protect such Artwork for posterity through the use of a trust. The specific purposes and long-range projects of the Trust are more fully described at Schedule B attached hereto and by this reference incorporated herein.

Trustor is an unmarried woman. Trustor was formerly married to CLYDE B. SMITH, which marriage was terminated by the legal dissolution thereof. Trustor has had one (1) child, TONY STEPHAN, who is deceased. The initial Trustees believe that Trustor has no living parents, siblings, nieces or nephews.

Further, Trustor has executed a Last Will dated June 1, 1984, a copy of which is attached hereto at Schedule C and by this reference is incorporated herein, in which Trustor's residuary estate is distributable upon her death as follows: one-third (1/3) to Trustor's cousin, JOSEPH GLENN BROWN, one-third (1/3) to Trustor's second cousins, GREGORY SCOTT BROWN, and MONICA BROWN ALKIRE, and one third (1/3) to Trustor's cousin, DONALD SHIRLEY. The initial Trustees further believe that it is Trustor's intention to provide said named individuals with the right to each borrow no more than five (5) of Trustor's paintings which are a part of the Trust Estate when such paintings are not being exhibited by the Trustees.

ARTICLE II

DISTRIBUTION OF PRINCIPAL AND INCOME

2.1 Throughout the duration of the Trust, the income and principal thereof may be used for the payment of preservation, maintenance and enhancement of the Trust property, taking into consideration any other funds known by the Trustee to be reasonably available for such purposes. The Trustee may also lend to any of JOSEPH GLENN BROWN, GREGORY SCOTT BROWN, MONICA BROWN ALKIRE and DONALD SHIRLEY, up to five (5) paintings which are then a part of the Trust Estate, at such time when such paintings are not then being exhibited by the Trustees, provided, however, that said individuals provide the Trustees with evidence of adequate insurance coverage thereof. Said right to borrow such paintings by said named individuals is personal in nature and said right may not be sold, assigned, gifted, bequeathed or otherwise transferred by said individuals to any other person or entity. Said individuals shall not derive any profit from the exhibition of said paintings. The Trustees may make payments or distributions from the income or principal of the Trust not used for such payments of preservation, maintenance and enhancement in such manner and in such amounts as they shall determine for charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or successor statutory provisions (hereinafter referred to as "the Code").

ARTICLE III

GENERAL PROVISIONS

3.1 The property of this Trust is irrevocably dedicated to charitable purposes, and, except as specifically provided to the contrary in Paragraph 2.1, no part of its net income or assets shall ever inure to the benefit of Trustor, or to any Trustee, or to the benefit of any private person. Upon dissolution or winding up of the Trust, its assets shall be distributed exclusively to an organization(s) selected and designated by the Trustees, which organization(s) shall be organized and operated in the manner set forth in Paragraph 3.3.

3.2 No substantial part of the activities of the Trust shall consist of carrying on propaganda or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Trust shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of (or in opposition to) any candidate for public office.

3.3 Notwithstanding any other provision of this Declaration of Trust, the Trust is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Code, and the Trust shall not carry on any activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization contributions to

which are deductible under Sections 170(c)(2), 2055 and 2522 of the Code.

ARTICLE IV

POWERS AND DUTIES OF TRUSTEES

4.1 To carry out the purposes of the Trust, and subject to any specific limitations expressed herein, the Trustees shall have the following powers in addition to all other powers now or hereafter conferred by law:

(A) All of the powers enumerated in Sections 16200, et. seq., of the California Probate Code as it exists on the date of execution of this Declaration of Trust, which powers are incorporated herein by reference.

(B) The power to give warranties and indemnifications in connection with any transaction entered into by the Trustee.

(C) The power to employ any attorney, accountant, investment advisor, broker or other agent, whether or not associated with the Trustees to advise or assist the Trustees in the performance of the Trustees' administrative duties. The Trustees may act on the recommendations of such persons without independent investigation and may pay from the Trust reasonable compensation for all services performed.

(D) The power to carry, at the expense of the Trust, insurance of such kinds and in such amounts as the

Trustees deem advisable to protect the Trust Estate and the Trustees against any hazard. In addition thereto, the Trustees are expressly authorized and encouraged to purchase insurance to provide coverage for any errors and omissions of any and/or all individuals serving as Trustee.

(E) The power to designate a single Trustee or other qualified individual to make deposits, draw checks or perform any other ministerial task on behalf of the Trustees.

(F) The power to transfer any and all assets and liabilities of the Trust to a non-profit corporation organized and operated in the manner set forth in Paragraph 3.3 which power may be exercised at the sole discretion of the Trustees for whatever reason they deem appropriate.

4.2 In exercising the foregoing powers the Trustees shall act in a manner which is reasonable and equitable, and in the manner in which men of ordinary prudence, diligence, discretion and judgment would act in the management of their own affairs.

4.3 Notwithstanding any provision herein, the Trustees are prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holdings as defined in Section 4943(c) of the Code which would subject the Trust to tax under Section 4943 of the Code, from making any investments which would subject the Trust to tax under

Section 4944 of the Code, and from making any taxable expenditures as defined in Section 4945(d) of the Code. The Trustees shall make distributions at such time and in such manner as not to subject the Trust to tax under Section 4942 of the Code.

4.4 Initial and Successor Trustees: The initial Trustees of the Trust shall be TERRY CANNON and MARY CANNON.

(A) Upon the death, resignation or incapacity of either of the initial Trustees, then the remaining initial Trustee shall continue to serve as Trustee hereunder.

(B) Upon the death, resignation or incapacity of both of the initial Trustees, then ED NUNNERY and MARCIA NUNNERY shall serve as Co-Trustees hereunder. If either ED NUNNERY or MARCIA NUNNERY is or becomes unable or unwilling to serve or to continue to serve for any reason, then the remaining individual shall serve as sole Trustee.

(C) Upon the death, resignation or inability to serve if two then serving Trustees, the then serving Trustee shall elect those persons to serve as successor Trustee or alternate successor Trustees so that the number of Trustees shall always be two. Such appointments shall be made by written instrument signed by the then serving Trustee. Any successor Trustee shall, upon his or her acceptance of the office by written instrument, have the same powers, right and

duties, and the same title to the trust estate jointly with the remaining Trustee as if originally appointed.

(D) Any Trustee under this Declaration of Trust may, by written instrument, resign.

(E) None of the Trustees shall be required to furnish bond or surety. None of the Trustees shall be responsible or liable for the acts or omissions of any other of the Trustees or of any predecessor or of a custodian, agent, depositary, or counsel selected with reasonable care.

(F) The initial or successor Trustee or Trustees in office pending the appointment or election of a successor Trustee shall have full authority to act, pursuant to the terms of this instrument, even though one vacancy may exist.

(G) The Trustees serving under this Declaration of Trust are authorized to reimburse themselves for any reasonable amounts incurred or advanced by them in connection with the administration of the Trust. Each Trustee shall also be entitled to receive, as compensation, a nominal fee for each Board of Trustees meeting attended by such person. Notwithstanding the foregoing, Trustees may be compensated for services rendered other than for being a Trustee.

ARTICLE V

TERM OF TRUST

5.1 The Trust shall continue forever unless the Trustees terminate the Trust by expending all the principal and income for the purposes outlined in Paragraph 2.1.

ARTICLE VI

REVOCATION, ALTERATION AND AMENDMENT

6.1 The Trust and the provisions thereof shall be irrevocable and shall not be subject to any power to alter, amend, divest or change, provided, however, that the Trustees shall have the power to amend the Trust provisions in order to qualify the Trust as an exempt organization under Section 501(c)(3) of the Code and under Section 23701(d) of the California Revenue and Taxation Code.

ARTICLE VII

SEVERABILITY

7.1 If any provision of this Declaration of Trust is unenforceable, the remaining provisions shall nevertheless be carried into effect.

ARTICLE VIII

ADDITIONAL PROPERTY

8.1 Other property acceptable to the Trustees may be added to the Trust and shall thereupon be subject to all of the terms of this Declaration of Trust.

ARTICLE IX

CALIFORNIA LAW

9.1 This Declaration of Trust has been accepted by the Trustees in the State of California, and its validity, construction and all rights under it shall be governed by the laws of that State.

IN WITNESS WHEREOF, the Trustees have executed this Declaration of Trust on this _____ day of _____, 1995, at _____, California.

_____
TERRY CANNON

_____
MARY CANNON

"Trustees"

APPROVAL OF TRUSTOR

I, SARA KATHRYN ARLEDGE SMITH, does hereby declare and state that I am the Trustor named in the above and foregoing Declaration of Trust; that the property and assets transferred by me to the Trustees therein named were so transferred to the Trustees in accordance with the above and foregoing Declaration of Trust; that I have carefully read said Declaration of Trust and it fully and clearly carries out my desires and intentions and fully correctly states and sets forth the terms and provisions upon which the property therein mentioned or which may hereafter be added thereto is to be held, managed, and disposed of by the Trustees named therein and provided for; and I do hereby expressly agree and consent to, approve of, ratify and confirm said Declaration of Trust in every respect.

Executed this _____ day of _____, 1995, at _____, California.

_____
SARA KATHRYN ARLEDGE SMITH

"Trustor"

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On _____, before me, _____, personally appeared TERRY CANNON, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacities and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature _____

_____
Name (Typed or Printed)

Notary Public in and for said County and State

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On _____, before me,

_____, personally appeared

MARY CANNON, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacities and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature _____

_____
Name (Typed or Printed)

Notary Public in and for said County and State

STATE OF CALIFORNIA)
) ss.
COUNTY OF SANTA CRUZ)

On _____, before me, _____, personally appeared SARA KATHRYN ARLEDGE SMITH, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacities and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature _____

_____
Name (Typed or Printed)

Notary Public in and for said County and State

SCHEDULE A

Trustor's 250 art paintings, films, slides, projectors, other artwork and related personal documents, together with any insurance policies on such property.

SARA KATHRYN ARLEDGE MEMORIAL TRUST

The purposes of this trust are to preserve the complete art works of Sara Kathryn Arledge and to make these works available to the interested public and to future generations for study and appreciation. Sara is an historically significant experimental filmmaker who has worked in a variety of art mediums, including painting and glass slide transparencies. The trust will be administered by Terry and Mary Cannon and Ed and Marcia Nunnery. Both the Cannons and Nunnerys are long-time residents of Pasadena, California; are close friends and associates of Sara's; and have diverse backgrounds in film and art exhibition, education, and administration. We would welcome and encourage any of Sara's family members to take an active participation in formulating and administering this trust.

For the purposes of this overview, we will address each of the art forms for which work of Sara's exists: film, painting, and slides.

1. FILM

It was through her film work that Terry and Mary Cannon first became aware of and then met Sara Kathryn Arledge. Terry founded Pasadena Filmforum, an independent and experimental film showcase, in 1976 and over the ensuing years presented all of Sara's films in a variety of contexts: both group shows and one-person screenings. Through these showings, Sara developed a community of artists and filmgoers who admired and appreciated her work. Sara made a total of seven short films between 1941 and 1983, which have a combined running time of approximately one hour. Although she is generally recognized as a pioneer of the postwar experimental film movement, her complete body of work has sadly not been readily available for viewing for many years. Three of her films are currently distributed for rental through Canyon Cinema Coop in San Francisco, and two films are available for rental through Filmmakers Coop in New York.

It is our plan to examine (and make repairs, if necessary) all of the film prints which Sara now has, to catalog them, and to identify which prints would be the best sources from which to make new prints in the future. We hope to have at least one print of all seven films available for rental through both Canyon Cinema Coop and Filmmakers Coop. These nonprofit organizations are the two

leading distributors in the United States of independent and experimental film work. Anyone -- individuals as well as organizations -- that wishes to view Sara's films will be able to do so. Any rental fees derived will be used toward making new prints and replacing existing prints in the future.

It is also planned to transfer all of Sara's films to video and make her complete body of film work available on one videotape. This videotape would be available for rental and/or purchase through both of the aforementioned coops.

Finally, Sara has left a script for a short film which she had planned to make entitled INSIDE/OUTSIDE/INSIDE. It is our hope that at some point, in collaboration with several of the film artists who worked with Sara in the past, we might be able to produce this film based on Sara's original script.

2. PAINTING

The paintings will be stored and preserved at the studio of Ed and Marcia Nunnery. For over 20 years, the Nunnerys have owned and operated the distinguished Aarnun Gallery, which specializes in custom framing work for artists and museums. An artist himself, Ed presented and curated the first complete retrospective of Sara's paintings in 1978 at the Aarnun Gallery.

The Nunnerys plan to date, catalog, and identify the paintings and to repair/restore any works as needed. We also intend to have slides made of all the paintings so that they may be viewed by individuals, galleries, and museums that might be interested in exhibiting Sara's work. We are involved with a number of nonprofit arts organizations in the Pasadena area, and through the assistance of these groups we intend to explore all avenues for possible future exhibition of Sara's paintings. Most importantly, through the expertise of the Aarnun Gallery, we will be in a position to properly frame and ship the works to galleries and museums around the country that might request to borrow paintings for specific exhibitions or historical retrospectives.

3. SLIDES

One of the most unique and fragile art forms in which Sara worked (and which she largely pioneered) was glass slide transparencies. Between 1947 and 1950 she began making these fascinating slides as "visual aids" for painting. The images which she created on these roughly 4" x 4" slides were then projected on huge screens. Over the ensuing decades, Sara would produce several hundred transparencies, which could only be properly projected on a huge and now-defunct apparatus.

It is our plan to date, catalog, and identify all existing glass slide transparencies and to ultimately transfer them to 35mm slides; these would then be in a format that would make them accessible for study and appreciation through universities, museums, libraries, and so forth. The slides might also be offered for rental as a package with the films through the aforementioned coops, as there is a close affinity between the films and transparencies.

4. LONG-RANGE PROJECTS

We wish to encourage and foster the critical study of Sara's art works as well as their appreciation. In this direction, we plan to maintain and constantly update an archival collection of writings by and about Sara Kathryn Arledge. This would include any of her own notes, personal writings, film scripts -- anything that would offer insight into her life as an artist. We already have a large file of articles and reviews on her films, which was actually started back in 1976. By maintaining and updating this archival collection, we will be able to provide any students and researchers wishing to do critical study of Sara's art works with the necessary biographical material to make such serious activity possible.

Also, we hope to be able to establish a modest art/film scholarship in Sara's name that could be presented on an annual basis at a Southern California-based college or university. As an example, we might consider approaching an institution such as the University of California at Los Angeles (UCLA) about setting up such a scholarship

award. Sara has educational roots at UCLA; she attended that university between 1930 and 1936 and received her Bachelor!s degree in Art there. Since UCLA offers distinguished programs in both art and film, a scholarship there in Sara's name would provide a wonderful opportunity to memorialize her life's work in art and to assure that that work would live on in future generations of artists.

LAST WILL AND TESTAMENT

OF

SARA K. SMITH

I, SARA K. SMITH, also known as SARA KATHRYN ARLEDGE SMITH, now residing in Pasadena, California, being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, and revoke all other wills and codicils to wills by me made. I declare that I am not acting under duress, fraud or undue influence of any person whomsoever.

FIRST: I direct my Executor, hereinafter named, to pay all my just debts, funeral expenses and expenses of last illness as soon after my death as is convenient.

SECOND: I hereby declare that I am not married. I was previously married to CLYDE B. SMITH, from whom I am finally divorced. There was one child the issue of said marriage, namely, TONY STEPHAN SMITH, now deceased. I have no other children and there are no children of a deceased child.

THIRD: I make the following specific bequests:

A. To my friend, TERENCE CANNON, Pasadena, California, the sum of $1,000.00;

B. To my friend, MARY SCAFF, Pasadena, California, the sum of $1,000.00;

C. To my friend, DONNA BROWN, Pasadena, California, the sum of $3,000.00.

FOURTH: All of the rest, residue and remainder of my estate of whatsoever kind or character and wherever situated, of which I may die seized or possessed, or to which I may in any manner be entitled, or over which I may at the time of my death have the power of appointment, as follows:

LAW OFFICES
REAY, SHAW & MCKNIGHT
A PROFESSIONAL CORPORATION
1499 HUNTINGTON DRIVE, SUITE 401
SOUTH PASADENA, CALIFORNIA 91030-4594
799-6618
AREA CODE 213 799-9034
682-1455

SCHEDULE C

A. One-third thereof to my cousin, JOSEPH GLENN BROWN, if living; otherwise in equal shares to his children, GREGORY SCOTT BROWN and MONICA BROWN, or to the surviving child, if either should not survive distribution of my estate;

B. One-third thereof, in equal shares to GREGORY SCOTT BROWN and MONICA BROWN, children of JOSEPH GLENN BROWN, or to the survivor, if either should not survive distribution;

C. One-third thereof to my cousin, DONALD SHIRLEY, if living; otherwise to his wife, MS. ELLEN SWITKES. In the event that neither DONALD SHIRLEY or his wife, ELLEN, shall survive distribution of my estate, such share shall and be distributed to MARILYN WESTERCAMP, the daughter of my cousin, JAMES WATSON SHIRLEY.

FIFTH: Except as otherwise provided in this will, I have intentionally and with full knowledge omitted to provide for my heirs who may be living at the time of my death, including any person or persons who, after the date of this will, become my heirs or heirs by reason of marriage or otherwise.

SIXTH: I hereby nominate and appoint my attorney, DWIGHT H. REAY, as Executor of my will and estate, without the requirement of bond. If for any reason my Executor should be unable or unwilling to act, whether prior to qualification or otherwise, I appoint in his place and stead, my cousin, ELIZABETH SCATTERGOOD, to act as Executrix and who shall serve without the requirement of bond.

IN WITNESS WHEREOF, I have hereunto subscribed the same this 15th day of June, 1984, at South Pasadena, California.

Sara K. Smith

SARA K. SMITH

LAW OFFICES
REAY, SHAW & MCKNIGHT
A PROFESSIONAL CORPORATION
1499 HUNTINGTON DRIVE, SUITE 401
SOUTH PASADENA, CALIFORNIA 91030-4594
799-8618
AREA CODE 213 799-9634
or 818 682-1455

The foregoing instrument, consisting of three (3) pages, including this page signed by us as witnesses, was at the date hereof by SARA K. SMITH signed as and declared to be her will, in the presence of us who, at her request and in her presence, and in the presence of each other, have subscribed our names as witnesses thereto. Each of us observed the signing of this will by SARA K. SMITH and by each other subscribing witness and knows that each signature is the true signature of the person whose name was signed.

Each of us is now more than eighteen (18) years of age and a competent witness and resides at the address set forth after his name.

We are acquainted with SARA K. SMITH. At this time she is over the age of eighteen (18) years, and to the best of our knowledge she is of sound mind and is not acting under duress, menace, fraud, misrepresentation or undue influence.

We declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed on June 1, 1984 at South Pasadena, California.

Dwight G. Reay Address 2265 Ashbourne Dr.

San Marino, Ca. 91108

Nancy A. Shaw Address 1499 Huntington Dr.

So Pasadena, California 91030

LAW OFFICES
REAY, SHAW & MCKNIGHT
A PROFESSIONAL CORPORATION
1499 HUNTINGTON DRIVE, SUITE 401
SOUTH PASADENA, CALIFORNIA 91030-4596
799-5618
AREA CODE 213 799-9634
AREA CODE 818 682-1455

December 15, 1994

Ms. Mary Ann Rehberg
Public Guardian
Human Resources Agency
P.O. Box 1895
1010 Emeline Ave.
Santa Cruz, CA 95061-1895

Dear Mary Ann:

Thank you very much for your encouraging and informative phone call the other day, and I do appreciate all the work you are doing in terms of helping us set up a trust to preserve Sara Kathryn Arledge's art works.

At your request, please find enclosed a very general overview as to what our plans would be should the court allow us to establish a trust for the preservation of the art works. Please let me know if you need anything more specific than this.

I spoke with Ed Nunnery yesterday and he will be talking with an arts organization in the Los Angeles area which he has had contact with and which has provided legal counsel in the past to elderly artists in regards to setting up trusts. Ed thinks that this organization may be able to assist us in locating an attorney that has some background in this area.

I will call you next week to check in to see how things are going and where we need to proceed from here.

We are all very excited and pleased that this situation may, at long last, be coming to a resolution. Considering the timing, I can only consider this the best of all possible Christmas presents for my wife and I.

Thank you again.

Sincerely,

Terry Cannon

Address: 1531 E. Woodbury Road
Pasadena, CA 91104
(818) 358-6255 (work)

COUNTY OF SANTA CRUZ

INTER-OFFICE CORRESPONDENCE

DATE: 4/13/95

TO: Terry Cannon

FROM: Maryanne Rehberg

SUBJECT: S.K. Arledge Trust

Thought this would help give you a little information about what were doing, when you go for your consult. Let me know how it goes

Maryanne

COUNTY OF SANTA CRUZ

INTER-OFFICE CORRESPONDENCE

DATE: April 13, 1995

TO: Tamyra Code, Assistant County Counsel
cc: Harry Snoek, Maryanne Rehberg

FROM: Richard Parker R P.

SUBJECT: Sara Kathryn Arledge Smith, 2nd Revised Request - Petition for Substituted Judgment

==========

We are now ready to present this petition to the Court. This 83 year old conservatee, currently residing at Watsonville Care East, is a Medi-Cal beneficiary with few assets, except for her personal belongings which are stored in mini storage in Santa Cruz. Included in those belongings are 250 or so paintings that she did, which have been appraised recently at $1,850 (see Supplemental I&A, filed 12-5-94). Her pioneering work in film-making (and slides) and an experimental projector and supporting historical personal documents are also among her stored belongings. A nil value was placed on the latter items, but they are of interest to film historians. In the near future, her estate will no longer have funds to pay the storage fees for her personal property.

Attached is a letter dated 12-15-94 from Terry and Mary Cannon of Pasadena, CA, who wish to set up a trust (Sara Kathryn Arledge Memorial Trust) to preserve Sara's paintings, films and slides, projectors and supporting historical personal documents. Such trust would extend beyond Sara's life. We would like to donate these items to this (irrevocable) trust and to sell her other personal property. Please petition the Court for Substituted Judgment under PC Section 2580(a)(1) and (b)(1) to make such donation. The benefit to the conservatee would be the memorialization and protection of her life's work, which the conservator cannot protect. There is no way to determine if the trust would be a likely beneficiary of gifts from the conservatee, since we have no record of past gifting. Sara has no opinion as to whether she wishes to authorize this gift. Her Will (attached to my memo of 12-5-94) has no specific mention of her artwork.

The four beneficiaries of the remainder of property under her Will have been contacted and are unanimous in their support of the creation of the Trust. However, each of them desires the assurance from the Trust that each would have the right to borrow up to five paintings during periods when the Trust is not exhibiting them.

We probably do not need Court authorization to sell the balance of her personal property (file cabinet, 20 boxes of miscellaneous household items, wheelchair, walker, luggage, bags of clothing, typewriter, lamps, etc.) Do you agree? If not, please petition for authorization to sell.

The four beneficiaries should receive copies of our petition and notice of the hearing. They are:

Joseph Glenn Brown, 431 S. Sierra Bonita, Pasadena, CA 91106

Gregory Scott Brown, 1821 Rose Villa St., Pasadena, CA 91107

Monica Brown Alkire, 2109 Mathews Ave., Apt. D, Redondo Beach, CA 90277

Donald Shirley, 5252 Coldwater Canyon, #108, Van Nuys, CA 91401

Also, the following should receive copies of our petition and notice of the hearing:

Terry and Mary Cannon, 1531 E. Woodbury Rd., Pasadena, CA 91104

Ed and Marcia Nunnery, Aarnun Gallery, 603 E. Green St., Pasadena, CA 91101

Thanks, Ruth

DWIGHT L. HERR, State Bar No. 39157
County Counsel, County of Santa Cruz
TAMYRA CODE, State Bar No. 127931
Assistant County Counsel
701 Ocean Street, Room 505
Santa Cruz, California 95060-4068
Telephone: (408) 454-2040

Attorneys for Petitioner
Public Guardian

SUPERIOR COURT OF THE STATE OF CALIFORNIA

FOR THE COUNTY OF SANTA CRUZ

Conservatorship of the Person and Estate of SARA KATHRYN ARLEDGE SMITH, Conservatee.	NO. 36709 PETITION FOR SUBSTITUTED JUDGMENT TO MAKE GIFTS [Probate Code §2580(a)(3)] Date: June 6, 1995 Time: 8:15 AM Dept: 5

1. Petitioner is the Santa Cruz County Public Guardian and is the duly appointed, qualified, and acting conservator of the person and estate of SARA KATHRYN ARLEDGE SMITH.

2. The conservatee, age 83, currently resides at Watsonville Care East. She suffers from bipolar disorder and dementia, and remains unable to manage her own medical and financial affairs.

3. The conservatee is an artist and is considered to be a pioneer in film-making. She can no longer afford to keep her art work in storage.

4. Petitioner seeks authority to make a gift of the conservatee's 250 art paintings, her films, slides, projectors,

and related personal documents to a memorial trust, museum, foundation, and/or film archive organization. If a gift of the conservatee's artwork cannot be made to any of the foregoing, Petitioner seeks authority to gift it to the four beneficiaries of the remainder of the conservatee's estate under her will. They are Joseph Glenn Brown, Gregory Scott Brown, Monica Brown Alkire, and Donald Shirley.

5. The 250 paintings are appraised at $1,850 as evidenced by the 12-5-94 Supplemental Inventory & Appraisement on file herein. The film collection has no value, but is of interest to film historians.

6. The conservatee has a will, a copy of which is attached hereto as Exhibit A. Petitioner is informed that the conservatee's family members who are entitled to her residual estate under the will support the making of this gift.

7. The conservatee can be adequately supported for the rest of her life by the assets remaining after this gift is completed.

8. The conservatee has no opinion with regard to the making of this gift.

WHEREFORE, Petitioner requests that this Court make an order:

1. Authorizing Petitioner to gift the conservatee's 250 paintings, her films, slides, projectors and related historical documents to a memorial trust, museum, art foundation, and/or film archive organization for the purposes of preservation and exhibition. As a last resort, Petitioner seeks authority to gift the art work to the four beneficiaries under the will, namely Joseph Glenn Brown, Gregory Scott Brown, Monica Brown Alkire, and Donald Shirley as he deems most equitable and appropriate; and

2. For such other relief as this Court deems just and proper.

Dated: 4/26/95

DWIGHT L. HERR, COUNTY COUNSEL

By _____
TAMYRA CODE
Assistant County Counsel

Attorneys for Petitioner
Public Guardian

VERIFICATION

I, the undersigned, say,

I am the petitioner in the above-entitled petition. I have read the foregoing petition and know the contents thereof, and the same is true of my own knowledge, except as to the matters which are therein stated on my information and belief, and as to those matters I believe them to be true.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on April 26, 1995, at Santa Cruz, California.

_____
BEN BRUNDAGE
Deputy Public Guardian

LAST WILL AND TESTAMENT

OF

SARA K. SMITH

I, SARA K. SMITH, also known as SARA KATHRYN ARLEDGE SMITH, now residing in Pasadena, California, being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, and revoke all other wills and codicils to wills by me made. I declare that I am not acting under duress, fraud or undue influence of any person whomsoever.

FIRST: I direct my Executor, hereinafter named, to pay all my just debts, funeral expenses and expenses of last illness as soon after my death as is convenient.

SECOND: I hereby declare that I am not married. I was previously married to CLYDE B. SMITH, from whom I am finally divorced. There was one child the issue of said marriage, namely, TONY STEPHAN SMITH, now deceased. I have no other children and there are no children of a deceased child.

THIRD: I make the following specific bequests:

A. To my friend, TERENCE CANNON, Pasadena, California, the sum of $1,000.00;

B. To my friend, MARY SCAFF, Pasadena, California, the sum of $1,000.00;

C. To my friend, DONNA BROWN, Pasadena, California, the sum of $3,000.00.

FOURTH: All of the rest, residue and remainder of my estate of whatsoever kind or character and wherever situated, of which I may die seized or possessed, or to which I may in any manner be entitled, or over which I may at the time of my death have the power of appointment, as follows:

LAW OFFICES
REAY, SHAW & MCKNIGHT
A PROFESSIONAL CORPORATION
1499 HUNTINGTON DRIVE, SUITE 401
SOUTH PASADENA, CALIFORNIA 91030-4594
799-6618
AREA CODE 213 799-9634
213, 682-1455

EXHIBIT A, Page 1 of 3

A. One-third thereof to my cousin, JOSEPH GLENN BROWN, if living; otherwise in equal shares to his children, GREGORY SCOTT BROWN and MONICA BROWN, or to the surviving child, if either should not survive distribution of my estate;

B. One-third thereof, in equal shares to GREGORY SCOTT BROWN and MONICA BROWN, children of JOSEPH GLENN BROWN, or to the survivor, if either should not survive distribution;

C. One-third thereof to my cousin, DONALD SHIRLEY, if living; otherwise to his wife, MS. ELLEN SWITKES. In the event that neither DONALD SHIRLEY or his wife, ELLEN, shall survive distribution of my estate, such share shall and be distributed to MARILYN WESTERCAMP, the daughter of my cousin, JAMES WATSON SHIRLEY.

FIFTH: Except as otherwise provided in this will, I have intentionally and with full knowledge omitted to provide for my heirs who may be living at the time of my death, including any person or persons who, after the date of this will, become my heirs or heirs by reason of marriage or otherwise.

SIXTH: I hereby nominate and appoint my attorney, DWIGHT H. REAY, as Executor of my will and estate, without the requirement of bond. If for any reason my Executor should be unable or unwilling to act, whether prior to qualification or otherwise, I appoint in his place and stead, my cousin, ELIZABETH SCATTERGOOD, to act as Executrix and who shall serve without the requirement of bond.

IN WITNESS WHEREOF, I have hereunto subscribed the same this 1st day of June, 1984, at South Pasadena, California.

Sara K. Smith
SARA K. SMITH

LAW OFFICES
AY, SHAW & MCKNIGHT
A PROFESSIONAL CORPORATION
1499 HUNTINGTON DRIVE, SUITE 401
TH PASADENA, CALIFORNIA 91030 -4594
799-6618
AREA CODE 818 799-9634
682-1455

The foregoing instrument, consisting of three (3) pages, including this page signed by us as witnesses, was at the date hereof by SARA K. SMITH signed as and declared to be her will, in the presence of us who, at her request and in her presence, and in the presence of each other, have subscribed our names as witnesses thereto. Each of us observed the signing of this will by SARA K. SMITH and by each other subscribing witness and knows that each signature is the true signature of the person whose name was signed.

Each of us is now more than eighteen (18) years of age and a competent witness and resides at the address set forth after his name.

We are acquainted with SARA K. SMITH. At this time she is over the age of eighteen (18) years, and to the best of our knowledge she is of sound mind and is not acting under duress, menace, fraud, misrepresentation or undue influence.

We declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed on June 1, 1984 at South Pasadena, California.

Dwight W Reay Address 2265 Ashbourne Dr.

San Marino, Ca. 91108

Barry A. Shaw Address 1499 Huntington Rd.

So Pasadena, California 91030

LAW OFFICES
REAY, SHAW & MCKNIGHT
A PROFESSIONAL CORPORATION
1499 HUNTINGTON DRIVE, SUITE 401
SOUTH PASADENA, CALIFORNIA 91030-4596
799-6618
AREA CODE 213 799-9634
~~818~~ 682-1455

EXHIBIT A, Page 3 of 3

PROOF OF SERVICE BY MAIL

I, the undersigned, state that I am a citizen of the United States and employed in the County of Santa Cruz, State of California: that I am over the age of eighteen years and not a party to the within action; that my business address is 701 Ocean Street, Santa Cruz, California 95060; that on the date set out below, I served a true copy of the following:

PETITION FOR SUBSTITUTED JUDGMENT TO MAKE GIFTS

on the persons listed below, by placing said copy enclosed in a sealed envelope with postage thereon fully prepaid, in the United States Post Office mail box at Santa Cruz, California, addressed as follows:

See Attached List

I declare under penalty of perjury that the foregoing is true and correct. Executed April 27, 1995, at Santa Cruz, California.

Nancy Jack

NANCY JACK

DWIGHT L. HERR, COUNTY COUNSEL
COUNTY OF SANTA CRUZ
701 Ocean Street, Room 505
Santa Cruz, California 95060-4068
Telephone: (408) 454-2040

Sara Kathryn Arledge Smith
Watsonville Care East
421 Arthur Road
Watsonville, CA 95076

George J. Gigarjian
Public Defender
2103 No. Pacific Avenue
Santa Cruz, CA 95060

Terry & Mary Scaff Cannon
1531 E. Woodbury Road
Pasadena, CA 91104

Joseph Glenn and Donna Brown
431 S. Sierra Bonita
Pasadena, CA 91106

Gregory Scott Brown
1821 Rose Villa Street
Pasadena, CA 91107

Monica Brown Alkire
2109 Mathews Avenue, Apt. D
Redondo Beach, CA 90277

Don Shirley and Ellen Switkes
5252 Coldwater Canyon, #108
Van Nuys, CA 91401

Ed and Marcia Nunnery
Aarnum Gallery
603 E. Green Street
Pasadena, CA 91101

Marilyn Westercamp
900 Garden Crest
Kingman, AZ 86401

James Watson Shirley
P.O. Box 13
Oak Creek Canyon Road
Flagstaff, Arizona 86000

Joseph Shirley
5301 E. Valle Vista Road
Phoenix, Arizona 85018

Terry and Mary Cannon
1531 E. Woodbury Road
Pasadena, CA 91104

July 2, 1987

Mr. Ramon Herrera, Conservator
P.O. Box 962
Santa Cruz, CA 95061

Dear Mr. Herrera:

We have known Sara Arledge for the last ten years as a film-maker, painter, and friend. We were greatly saddened to find that she had been in the Dominic Brothers Mental Hospital for a few months. After speaking with the manager of the Hotel Resetar, we were somewhat reassured that her health is beginning to improve, and that she has willingly entered a "Board and Care" facility.

We have several areas of concern to address with you regarding Sari. First and foremost, we would like to know where we can reach her by phone, letter, or perhaps if we can also visit her. Please let her know that we have been trying to locate her for the past two months, and ask her if there are any little things that she wants that we could send or bring to her.

We were in contact with the Browns (via another friend), who are Sari's closest family members. They did not seem too willing to get in touch with Sari, even to find out how she was doing. Since there is this seeming lack of interest on their part to take care of her, we are led to believe there is probably no interest of the family to preserve Sari's films, colored slides, and paintings.

A small group of Sari's friends (Ed Nunnery, Marcia Jacobs, John Kempton) and ourselves have expressed concern over preserving and showing her works. We would like to ask Sari how she feels about discussing the setting up of a trust fund (we would cover the costs) to do this. If so, it would give her a chance for her works to be shown and preserved by those of us here in Pasadena who share a strong feeling for and familial interest in both Sari and her art.

We look forward to hearing from you soon. Please give our love and best wishes to Sari. We may be reached at the following address and/or phone numbers: 1531 E. Woodbury Road, Pasadena, CA 91104. Home Phone (818) 791-7647. Work Phone (818) 358-6255.

Thank you for your time and interest in this matter.

Sincerely,

Terry and Mary Cannon

Terry and Mary Cannon

CALLED MAY 26 — JOHN BACKSTROM BOX 1895

(408) 454-4160 M-F (next wk. may be last wk.)

TEMP. CONSERVATOR

WILL TALK TO ESTATES MANAGER ON WHAT NEXT

SOTHEBY, PARK + BERNET — ~~SAN FRAN~~ SAN FRAN.

OR UC SANTA CRUZ ART DEPT.

ED & MARCIA NUNNERY, AARNUN GALLERY (818) 793-4805

COOP - DOMINIC COULD APPRAISE FILMS

JAMES W. SHIRLEY - SEDONA, ARIZ.

JOE BROWN (1ST COUSIN) - PASADENA

REVISED OR NEW WILL - 1984

ORIGINAL WILL 1966

did schedule appraisal of everything in the locker, a local appraiser. No major works, lot of watercolors, 3 or 4 sm. oil paintings. No glass slides were found, and as far as he knows, no box was overlooked. Total value not much. Found her manuscript "Memories in Madness". She didn't remember writing it.

$ staying costs $3,300 per mo. + $200 pharmacy & storage fee

acct. $8,000 rt. now. He will do a print-out of costs to check.

call 1/26/90

HEALTH SERVICES AGENCY

COUNTY OF SANTA CRUZ

PUBLIC GUARDIAN

P.O. BOX 962 1030 EMELINE AVENUE
SANTA CRUZ, CALIFORNIA 95061
(408) ~~425-2587~~
454-4160

January 19, 1990

Terry and Mary Cannon
1531 E. Woodbury Road
Pasadena, Ca 91104

Re: Sara Katherine Smith

Dear Terry and Mary,

I have recently been assigned to Ms. Smith's case. In going over her file I found a letter from you regarding her art and your concern that it be preserved and shown. Seeing that the letter is almost three years old, I would like to know your current interests. Sara Katherine has a strong desire to move back to Pasadena, but due to her physical condition she is unable to manage her financial and personal affairs. She currently resides in a skilled nursing facility: Hillhaven, 1115 Capitola Rd., Santa Cruz, Ca 95062, (408) 475-4055. She is doing well and would enjoy hearing from friends in Pasadena.

I understand the importance of the care that art requires in order that it does not deteriorate, get lost, scattered and destroyed. Her art works are currently in a rental storage unit. Which is not the best way to preserve it.

In summary, I would like to hear from you if you are still interested in discussing the possibilities of saving her art. I am not sure how a trust to preserve her art would need to be integrated with our probate conservatorship, but will explore it if needed. Hopefully we can work together to preserve her lifeworks. I look forward to hearing from you either by letter or phone.

Sincerely,

Geoffrey S. Lyons

Geoffrey S. Lyons
Deputy Public Guardian

Mon. 30th 1:30-2
Watsonville Care East
421 Arthur Rd. (408) 724-0671

8/27/93 can visit Sarah anytime.
no scheduled appt → just call from Santa Cruz.
101 to Castroville

GSL/irm

9/28/11 dob.
do have box in storage w. some films paintings slides.

Ann Bishop
449 6951

Court date Feb. 7. Herrera moved to Eureka
L.A doesn't have public guardianship anymore
Is ready to move to residential care

art work

film & painting storage

Ed shld call / write & describe how he could store her paintings. Get info on Canyon Cinema Copp.

transfer of guardianship to this area?

he will check into it and let me know-
not too likely. I sent letter 2/6/90

called Ed - will
send letter to guardian
+ maybe to Arledge

ed
797-4052

Hwy 1 to Santa Cruz
to Emeline exit go (R)
uphill to complex - check board &
pull in there 1010 bldg C

1015 Capitola Rd
Santa Cruz, Calif.
95062 2897

Dear Mary & Terry,

I hope you have a wonderful Easter. Think I'll plan to go to my hotel in Pasadena about May 15 or so. Will call you after I get from there (perhaps train with the company of Father Bruce this relative or friend.

Lotsa Love,

Sara-Kathryn #49B
(Hillhaven)
April 5, 1990

Hillhaven
49½ Extended Care
1115 Capitola Rd
Santa Cruz, Ca
95062-2897
July 30 1988

Dear Terry I can see the ball sailing over the fence – good for you. I also have had a triumph I walked 30' without any support but my own 2 legs. I will admit that my steps are a little short still. Everyone advised my Lawyer for me to stay here and complete the effort to walk. ... Glad I did. I will be broke because I had to pay all the expense, so I don't have Kaiser-care or S.S. illness coverage. So you have a not yet starving artist friend. – I weigh 119 lbs.

This is the paper I write my film scripts on. I may take another try at Ancient Questions. 5'4"

Dear Mary,

We ordered I had crab for dinner last night! And once I had 2 toasted Jones Sausages for breakfast. The coffee has no coffiene, I would prefer ½ cup

of real coffee & cream & sugar.
But it is very stimulating to me
½ cup would brighten the day
But the Dr. doesn't care what
my day is brightened or not.
I will be 7-7 28 Sept. and I do
hope I'll be in Pasadena in a room
apt. of my own — no roommate with
room. This one snores when she
doesn't. I have the T.V. on (24 hrs. daily)
(It is better the nurse shoved the
man (who butts in here often) out
& shut the door. So I had a good
night's sleep.

Please send me Marcia's Edi's
address + zip (Cremenhaits 5
Euclid).

I am writing letters to any
friends address. (I can get zip code here.)
Write me what you are doing,
thinking, planning. etc.

Love

Sam-I [Kathryn Smith

Hillhaven
afternoon

March 24 '88

Dear Terry and Mary,

It has been wonderful to hear that you are interested in being a conservitor for me — I don't think there will be many difficulties after I recover my ~~good~~ health & well being.

I was so thrilled to receive the beautiful lilies or tea plant. I am watering it daily & everyone admires them.

My back and legs are improving but I don't know yet when I'll get to go to Pasadena.

Writing in bed is not very easy so I'll sign off. With affection for both of you & hope to see you again soon

Sam Kathryn Smith

April 22 1958

Dear Terry,

Thank you both for the beautiful flowers. There is still some greenery in the bowl!

I am much better! Yesterday I was able to walk up two stairs and I am walking with the aid of a walker with 2 wheels on the front. I have cut the first point of a new molar tooth. The 3 impacted molars aren't causing any trouble as of right now. But I'm coming to Pasadena ~~to have~~ have Dr. Abe fix the three impacted molars so the new ones can grow in properly.

I think of you and Mary often and am eager to get to work on a film and art project soon.

Terry I found the Beijing Premiere film packed in my luggage & I hope it will be there. (I told you it was with all the

other films you have.) I tried to put it in the suitcase but there wasn't room.

My back fracture is healed by now. So when my leg muscles get back in to play & my knees loosen up I'll be in better shape than I was before.

I have a Friar (Franciscan,) who drops by to chat me and answer any questions I have about Catholicism. He is also a priest. I am allowed to call him "Bick"

I don't have any stamps but probably someone in the office will send this letter off for me.

Love to Mary and Terry.

Hoping to see you soon.

Sara-Kathryn Smith

Feb. 24, 1994

Mr. Geoffrey S. Lyons
Health Services Agency
County of Santa Cruz
P.O. Box 962
1030 Emeline Ave.
Santa Cruz, CA 95061

Dear Geoffrey:

Mary and I are writing to check in with you regarding Sara Kathryn Smith. We have phoned your office several times in the last couple of months, but we seem to always miss you.

As you recall, when we visited you and Sara last September, we had talked about setting up some kind of trust to preserve Sara's art works. You indicated that the first step would be for you to attempt to contact the relatives listed in her will. We are wondering if you have done that, and if so, if you had heard back from any of Sara's relatives. If not, we would like to begin the process of legally getting access to her art works for the purposes of cataloging and preserving them.

Sara has two films currently being distributed by Canyon Cinema, an independent film distribution service based in San Francisco. This summer, Canyon will be printing their first catalog supplement in several years; it is very important to have Sara's complete body of films listed in that catalog, since Canyon only prints a supplement every couple of years. Canyon is the nation's leading distributor of independent/experimental films and their catalogs and supplements receive wide distribution in high schools and colleges around the country, so this is an opportunity for Sara's films to receive a much larger distribution in the next few years. The supplement deadline is this summer, so there is some urgency to begin the process of accessing Sara's films in the near future.

In any case, please advise as to what the current situation is with regards to Sara and the setting up of a trust, as we had discussed last year. I am enclosing an SSAE; or I can be reached weekdays at (818) 358-6255.

We look forward to hearing from you.

Sincerely,

Terry Cannon

Terry Cannon
1531 E. Woodbury Rd.
Pasadena, CA 91104

Terry and Mary Cannon
1531 E. Woodbury Road
Pasadena, CA 91104

May 1, 1992

Mr. Geoffrey S. Lyons
Health Services Agency
County of Santa Cruz
P.O. Box 962
1030 Emeline Ave.
Santa Cruz, CA 95061

Dear Mr. Lyons:

As a follow-up to our telephone conversation of several days ago, we were glad to hear that Sara Kathryn Smith is still residing at the Hillhaven nursing facility and that her artworks are secured in a rental storage unit. We are also greatly comforted by the knowledge that, as her public guardian, you are aware of Sara's important work as an artist and of the necessity to adequately care for and preserve that work.

The purpose of this letter is to reiterate our interest in helping to develop a means by which Sara's artworks (i.e., paintings, films, slide transparencies, etc.) can be permanently preserved. We would like to now explore, through your conservatorship, the possibilities of setting up a trust or some kind of program to facilitate such preservation.

As you know, Sara lived in Pasadena for many years and it was here, beginning in the mid-1970s, that a considerable interest and critical activity in regards to her artwork was established. As film programmers, we organized retrospective screenings of Sara's work at Pasadena Filmforum in 1976, 1978, and 1980, at which times she premiered a number of films and slides. Also, in 1978, at the Aarnun Gallery in Pasadena, Sara was given her first-ever retrospective show of paintings, which included works dating back to the 1940s.

Each year we receive a number of inquiries from film exhibitors and scholars wishing to view Sara's films; but, unfortunately, the work is not available. We believe it is vitally important that Sara's films be back in circulation and made available for viewing and study. In addition, Ed and Marcia Nunnery, who live in Pasadena and who organized her 1978 retrospective at Aarnun Gallery, are very interested in preserving Sara's paintings. Ed is a working artist who owns and operates a framing business in Pasadena; he is very familiar with Sara's paintings and has the facility to house and preserve them in secure surroundings. As a former organizer of art exhibitions, he has an excellent background in the proper care and handling of older paintings and artworks.

(continued)

Please advise what the preliminary steps would be in organizing a means of preserving Sara's artworks. It is our understanding that Sara only has $300 left in her savings. Of immediate concern is that the works presently stored in the rental unit will not be lost when her savings runs out. If funds will not be immediately available from the State, then we would be willing to continue the payments on the storage unit until a decision has been reached on how best to preserve the work. If any of Sara's family members would be interested in assuming such a preservation task, we would be very glad to provide any expertise, assistance, or guidance that would be needed. If no family member is inclined in this direction, we would, along with Ed and Marcia Nunnery, be interested in developing a plan to preserve this work. We have the resources to properly catalog, transport, and/or preserve Sara's artworks.

We look forward to hearing from you soon and working with you to insure that Sara's works are not damaged or lost in the future. Her lifelong commitment to the field of art is a very significant one, and her pioneering and historic works need to be preserved for generations to come.

We can be reached daily at (818) 358-6255 or nightly at (818) 791-7647.

Sincerely,

Terry and Mary Cannon

Terry and Mary Cannon